

**NOTICE OF PROVISIONAL ALLOTMENT**

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 19 OCTOBER 2012 ("ABRIDGED PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED IN THIS NOTICE OF PROVISIONAL ALLOTMENT ("NPA") UNLESS STATED OTHERWISE.

The provisional allotted Rights Shares as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 as amended from time to time ("SICDA"). Therefore, all dealings in the provisional allotted Rights Shares will be subject to the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").

**P.A. RESOURCES BERHAD**

(Company No. 664612-X)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 894,623,100 NEW ORDINARY SHARES OF RM0.10 EACH IN P.A. RESOURCES BERHAD ("PARB") ("PARB SHARE(S)") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY TWO (2) PARB SHARES HELD AS AT 5.00 P.M. ON 19 OCTOBER 2012 ("RIGHTS ISSUE")**

Principal Adviser

**OSK Investment Bank Berhad** (14152-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: The Shareholders of P.A. Resources Berhad ("PARB" or the "Company")**

Dear Sir/ Madam,

Our Board of Directors ("Board") has provisionally allotted to you the number of Rights Shares as indicated below ("Provisional Rights Shares"), in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 30 March 2012 and the ordinary resolution passed by our shareholders at the Extraordinary General Meeting held on 2 May 2012 in relation to the Rights Issue.

We wish to advise that the following number of Provisional Rights Shares in respect of the Rights Issue have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") Account subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form ("RSF") issued by our Company.

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

Our Board reserves the right to allot any Excess Rights Shares applied for under Part I(b) of the RSF, on a fair and equitable basis and in such manner as our Board shall in their absolute discretion deem fit and expedient, and to as be in the best interest of our Company. It is the intention of our Board to allot the Excess Rights Shares in the following priority, and that the intention of our Board as set out below is achieved:-

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

Our Board also reserves the right not to accept or to accept any application for Excess Rights Shares in part only, without assigning any reason.

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

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NUMBER OF PARB SHARES HELD AT 5.00 P.M. ON 19 OCTOBER 2012	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIME:**

Entitlement Date ..... : Friday, 19 October 2012 at 5.00 p.m.  
 Last date and time for sale of provisional allotment of rights ..... : Monday, 29 October 2012 at 5.00 p.m.  
 Last date and time for transfer of provisional allotment of rights ..... : Thursday, 1 November 2012 at 4.00 p.m.  
 Last date and time for acceptance and payment ..... : Tuesday, 6 November 2012 at 5.00 p.m.\*  
 Last date and time for excess application and payment ..... : Tuesday, 6 November 2012 at 5.00 p.m.\*

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

By order of our Board  
**Catherine Mah Suik Ching (LS 01302)**  
**Lew Nyok Khim (MAICSA 0792279)**  
 Company Secretaries

Share Registrars  
**Tricor Investor Services Sdn Bhd (118401-V)**  
 Level 17, The Gardens North Tower  
 Mid Valley City Lingkaran Syed Putra  
 59200 Kuala Lumpur  
 Tel: 603-2264 3883  
 Fax: 603-2282 1886

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 19 OCTOBER 2012**



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.**

**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 procedures for acceptance, excess application and payment for the Rights Issue should be addressed to the Share Registrar of the Company, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. **INVESTORS 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 the Notice of Provisional Allotment ("NPA") (collectively the "Documents") is 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 for purchase or subscription, in countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Issue and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue to which the Documents relates is only available to persons receiving the Documents within Malaysia. Accordingly, the Documents will not be despatched to entitled shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of the Company on the Entitlement Date. Any entitled shareholders and/ or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore 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 Rights Shares would result in the contravention of any laws of such countries or jurisdictions. Such entitled shareholders and/ or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 10.10 of the Abridged Prospectus. Neither the Company, OSK Investment Bank Berhad ("OSK") nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/ or renunciation (as the case may be) of the entitlement to the Rights Shares made by the entitled shareholders and/ or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any 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 or takes any responsibility for the correctness of statements made or opinions expressed in the Abridged Prospectus. A copy of the Abridged Prospectus together with the NPA and the RSF has also been lodged with the Registrar of Companies who takes no responsibility for the contents of the Documents.

The approval from shareholders of the Company for the Rights Issue was obtained at the Extraordinary General Meeting held on 2 May 2012. Approval from Bursa Malaysia Securities Berhad ("Bursa Securities") has also been obtained on 30 March 2012 for, amongst others, the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities. The listing of and quotation for the Rights Shares on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue. The official listing of and quotation for the Rights Shares will commence after, amongst others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the 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.

Our Directors have seen and approved all the documentations 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 the statements 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.

**INSTRUCTIONS:**

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

This RSF is valid for acceptance and/ or application until **5.00 p.m. on Tuesday, 6 November 2012**, 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.

**(ii) FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES**

If you wish to accept all or any part of the Provisional Rights Shares, please complete Parts I(a) and II of this RSF in accordance with the notes and instructions contained herein and return this RSF, together with the appropriate remittance made in RM for the full amount payable for the 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 crossed "**A/C PAYEE ONLY**", made payable to "**PARB RIGHT SHARES ACCOUNT**" and endorsed on the reverse side with your name, address and CDS Account number in block letters so as to be received by our Share Registrar by **5.00 p.m. on Tuesday, 6 November 2012** (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). Cheques or any other mode(s) of payment are not acceptable.

If acceptance of and payment for the Provisional Rights Shares are not received by our Share Registrar by **5.00 p.m. on Tuesday, 6 November 2012** (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), the provisional entitlement made to you or the remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Our Board will then reserve the right to allot such Rights Shares to the applicants who have applied for the Excess Rights Shares in the manner as set out in note (iii) below.

The remittance must be made in the exact amount payable for the Rights Shares (Rounded up to the nearest sen). No acknowledgement of receipt of this RSF or application monies in respect of the Rights Issue will be made by our Company or our Share Registrar. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address shown on our Record of Depositors provided by Bursa Depository at your own risk within eight (8) market days from the last date for acceptance of and payment for the Rights Shares or such other period as may be prescribed by Bursa Securities.

**(iii) APPLICATION FOR EXCESS RIGHTS SHARES**

If you wish to apply for additional Rights Shares in excess of your entitlement, please complete Part I(b) of this RSF (in addition to Parts I(a) and II) and forward this RSF with a **separate remittance made in RM** for the full amount payable for the Excess Rights Shares applied for, to our Share Registrar. Payment for the Excess Rights Shares applied for should be made in the same manner as described in note (ii) above, and 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 crossed "**A/C PAYEE ONLY**", made payable to "**PARB EXCESS RIGHTS SHARES ACCOUNT**" and endorsed on the reverse side with your name, address and CDS Account number in block letters so as to be received by our Share Registrar by **5.00 p.m. on Tuesday, 6 November 2012** (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).

No acknowledgement of receipt of this RSF or application monies in respect of the Excess Rights Shares will be issued. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address shown on our Record of Depositors provided by Bursa Depository at your own risk within eight (8) market days from the last date for application of and payment for the Excess Rights Shares or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights Shares 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 to the applicant by ordinary post to the address as shown on our Record of Depositors provided by Bursa Depository at your own risk within 15 market days from the last date for application of and payment for the Excess Rights Shares.

Our Board reserves the right to allot any Excess Rights Shares applied for under Part I(b) of this RSF, on a fair and equitable basis and in such manner as our Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of our Company. It is the intention of our Board to allot the Excess Rights Shares in the following priority, and that the following intention of our Board are achieved: firstly, to minimise the incidence of odd lots; secondly, for all allocation to entitled shareholders who have applied for Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in the Company as at the Entitlement Date; and finally, for allocation to entitled shareholders and/ or their renounee(s) (if applicable) who have applied for the Excess Rights Shares, on a pro-rata basis, calculated based on the quantum of the Excess Rights Shares applied for.

**(iv) SALE OR TRANSFER OF PROVISIONAL RIGHTS SHARES**

If you wish to sell or transfer all or part of your entitlement to the Provisional Rights Shares to one (1) or more person(s), you may do so immediately through your stockbroker(s) 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 Accounts. To sell or transfer all or part of your entitlement to the Provisional Rights Shares, you 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 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.

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

Purchaser(s) or transferee(s) of the Provisional Rights Shares may obtain a copy of this RSF from his/ her/ their stockbroker(s), our Share Registrar, our Registered Office or the website of Bursa Securities (<http://www.bursamalaysia.com>).

**(v) GENERAL INSTRUCTIONS**

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- Rights Shares subscribed by the entitled shareholders and/ or their renounee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF or the exact accounts appearing on Bursa Depository's Record of Depositors.
- 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.
- 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 jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- Our Board reserves the right not to accept or to accept any application in part only if the instructions herein stated are not strictly adhered to or which are illegible.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF. Entitled shareholders and/ or their renounee(s)/ transferee(s) should note that the RSF and remittances so lodged with the Share Registrar shall be irrevocable and shall not be subsequently withdrawn.