

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS WARRANTS

The provisional allotment of Rights Warrants (as defined herein) are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 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 Warrants. Terms defined in the Abridged Prospectus of Pensonic Holdings Berhad ("PHB" or the "Company") dated 20 December 2013 shall have the same meanings when used in this document, unless otherwise defined herein or the context otherwise requires.



RENOUNCEABLE RIGHTS ISSUE OF 64,834,000 WARRANTS IN PHB ("RIGHTS WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS WARRANT ON THE BASIS OF ONE (1) RIGHTS WARRANT FOR EVERY TWO (2) ORDINARY SHARES OF RM0.50 EACH HELD AS AT 5.00 P.M. ON 20 DECEMBER 2013 ("RIGHTS ISSUE OF WARRANTS")

Adviser and Underwriter



To: Shareholders of PHB

Dear Sir/Madam,

The Board of Directors of PHB ("Board") has provisionally allotted to you the number of Rights Warrants as indicated below, in accordance with the Ordinary Resolution passed at the EGM held on 28 October 2013 and the approval of Bursa Securities via its letter dated 24 September 2013 in relation to the Rights Issue of Warrants ("Provisional Allotment").

We wish to advise that the following number of Rights Warrants provisionally allotted to you in respect of the Rights Issue of Warrants 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 condition stated in the Abridged Prospectus and the Rights Subscription Form ("RSF") dated 20 December 2013 issued by PHB.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus dated 20 December 2013 issued by PHB. Bursa Securities has already prescribed the securities of PHB listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotment arising from the Rights Issue of Warrants are prescribed securities, and as such, all dealings in the Provisional Allotment will be by way of book entry through CDS account(s) and will be governed by the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

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

The Board intends to allot the Excess Rights Warrants 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 Rights Warrants on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis to the Entitled Shareholders who have applied for the Excess Rights Warrants, calculated based on the quantum of their respective Excess Rights Warrants application; and
- (iv) finally, on a pro-rata basis to the renounee(s) who have applied for the Excess Rights Warrant, calculated based on the quantum of the Excess Rights Warrants applied for.

The Board reserves the right to allot any Excess Rights Warrants applied for under this 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 in Section 2.1 (i)-(iv) of the Abridged Prospectus are achieved. The Board also reserves the right not to accept or to accept any application for Excess Rights Warrants, in full or in part.

<p>NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER</p>
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NUMBER OF PHB SHARES HELD AT 5.00 P.M. ON 20 DECEMBER 2013	NUMBER OF RIGHTS WARRANTS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS WARRANT (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement Date	Friday, 20 December 2013 at 5.00 p.m.
LAST DATE AND TIME FOR:	
Sale of the Provisional Allotment of Rights	Monday, 30 December 2013 at 5.00 p.m.
Transfer of the Provisional Allotment of Rights	Friday, 3 January 2014 at 4.00 p.m.
Acceptance and Payment	Wednesday, 8 January 2014 at 5.00 p.m.*
Excess Rights Warrant Application and Payment	Wednesday, 8 January 2014 at 5.00 p.m.*
* Or such later date and time as the Directors may decide and announce not less than two (2) market days before the stipulated date and time.	

BY ORDER OF THE BOARD
LEE HONG LIM
 Company Secretary

Share Registrar
Plantation Agencies Sdn. Bhd. (2603-D)
 3rd Floor, Standard Chartered Bank Chambers
 Lebuh Pantai, 10300 Penang
 Tel : +604-262 5333 Fax: +604-262 2018

RIGHTS SUBSCRIPTION FORM

THIS RIGHTS SUBSCRIPTION FORM ("RSF") IS FOR THE PURPOSE OF ACCEPTING THE RIGHTS WARRANTS (AS DEFINED HEREIN) AND APPLYING FOR EXCESS RIGHTS WARRANTS PURSUANT TO THE RIGHTS ISSUE OF WARRANTS (AS DEFINED HEREIN) OF PENSONIC HOLDINGS BERHAD ("PHB" OR THE "COMPANY"). THE LAST TIME AND DATE FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON 8 JANUARY 2014 OR SUCH LATER TIME AND DATE AS MAY BE DETERMINED AND ANNOUNCED BY THE BOARD OF DIRECTORS OF PHB ("BOARD"). THIS FORM IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS STANDING TO HIS/HER CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNT.



PENSONIC HOLDINGS BERHAD
 (Company No. 300426-P)
 (Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 64,834,000 WARRANTS IN PHB ("RIGHTS WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS WARRANT ON THE BASIS OF ONE (1) RIGHTS WARRANT FOR EVERY TWO (2) ORDINARY SHARES OF RM0.50 EACH HELD AS AT 5.00 P.M. ON 20 DECEMBER 2013 ("RIGHTS ISSUE OF WARRANTS")

NAME AND ADDRESS
 (in block letters as per Bursa Depositors Record)

NEW NRIC NO. / PASSPORT NO. / COMPANY NO.

CDS A/C NO.

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NUMBER OF PHB SHARES HELD AT 5.00 P.M. ON 20 DECEMBER 2013	NUMBER OF RIGHTS WARRANTS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS WARRANT (RM)

Note: If you have subsequently purchased additional Rights Warrants from the open market, you should indicate your acceptance of the total provisional Rights Warrants that you have standing to the credit of your CDS account under Part I (A) below.

To: The Board of Directors of PHB

PART I - ACCEPTANCE OF RIGHTS WARRANTS AND EXCESS RIGHTS WARRANTS APPLICATION

In accordance with the terms of this RSF and the Abridged Prospectus dated 20 December 2013, I / we* hereby irrevocably:

- (a) accept the number of Rights Warrants as stated below, which were provisionally allotted / transferred / renounced to me / us*;
- (b) apply for the number of Excess Rights Warrants as stated below in addition to my / our* acceptance of (a) above;

in accordance with and subject to the Memorandum and Articles of Association of the Company.

I / We* enclose herewith the appropriate remittances(s)/reference for payment as stated below, in favour of the respective account stated below and crossed "ACCOUNT PAYEE ONLY", being the full amount payable for the said number of Rights Warrants and/or Excess Rights Warrants accepted / applied for, and hereby request for the said Rights Warrants and/or Excess Rights Warrants to be credited into my / our* valid and subsisting CDS account as stated above:

NUMBER OF RIGHTS WARRANTS ACCEPTED/EXCESS RIGHTS WARRANTS APPLIED	AMOUNT PAYABLE AT RM0.10 PER RIGHTS WARRANT (RM)	BANKER'S DRAFT / CASHIER'S ORDER / MONEY ORDER / POSTAL ORDER NO.	PAYABLE TO
(A) ACCEPTANCE			PHB RIGHTS WARRANTS ACCOUNT
(B) EXCESS			PHB EXCESS RIGHTS WARRANTS ACCOUNT

PART II - DECLARATION

I/We* hereby confirm and declare that:

- (i) All information provided by me / us* is true and correct;
- (ii) All information is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my / our* rights may be rejected; and
 - I am 18 years of age or over.
 - I am / We are* resident(s) of Malaysia.
 - I am / We are* resident(s) of (country) and having citizenship.
 - I am / We are* nominee(s) of a person who is a Bumiputera / Non-Bumiputera / Non-Malaysian* resident in (country) and having citizenship.

I / We* have read and understood and hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus dated 20 December 2013 and further confirm compliance with all the requirements for acceptance as set out therein.

Signature/Authorised Signatory(ies) (Corporate bodies must affix their Common Seal)	Affix Malaysian Revenue Stamp of RM10.00 here	Date
		Contact number during office hours

IMPORTANT RELEVANT DATES - LAST DATE AND TIME FOR	
Acceptance and Payment	: Wednesday, 8 January 2014 at 5.00 p.m.#
Excess Warrants Application and Payment	: Wednesday, 8 January 2014 at 5.00 p.m.#
# Or such later date and time as the Directors may decide and announce not less than two (2) market days before the stipulated date and time.	

* Please delete whichever is not appropriate

NOTES AND INSTRUCTIONS FOR COMPLETING 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 ABRIDGED PROSPECTUS DATED 20 DECEMBER 2013.

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 WARRANTS SHOULD BE ADDRESSED TO THE SHARE REGISTRAR, PLANTATION AGENCIES SDN. BHD., 3RD FLOOR, STANDARD CHARTERED BANK CHAMBERS, LEBUH PANTAI, 10300 PENANG. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

The Documents relating to the Rights Issue of Warrants are only despatched to the shareholders of PHB who have a registered address in Malaysia and whose names appear in our Record of Depositors at 5.00 p.m. on 20 December 2013. 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 of Warrants and the Abridged Prospectus, 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 Rights Warrants (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 Rights Warrants (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 Abridged Prospectus has been registered with the SC. The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue of Warrants 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 Documents has also been lodged with the Companies Commission of Malaysia who takes no responsibility for their contents. Approval for the Rights Issue of Warrants has been obtained from the shareholders of PHB at the EGM held on 28 October 2013. Approval has been obtained from Bursa Securities on 24 September 2013 for the admission of the Rights Warrants to the Official List of Bursa Securities and the listing of the Rights Warrants and the new PHB Shares to be issued upon exercise of the Rights Warrants on the Main Market of Bursa Securities. The admission of the Rights Warrants to the Official List of Bursa Securities and listing and quotation of the Right Warrants and the new PHB Shares to be issued upon exercise of the Rights 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 Rights Warrants to the Official List of Bursa Securities and listing and quotation of the Rights Warrants and the new PHB Shares to be issued upon exercise of the Rights Warrants are in no way reflective of the merits of the Rights Issue of Warrants.

The Board has seen and approved all the Documents relating to the Rights Issue of 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 Warrants are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (central Depositories) Act, 1991, Securities Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of the Bursa Depository shall apply in respect of dealings of the provisionally allotted Rights Warrants.

Unless otherwise stated, the unit of currency used in this RSF is RM and sen. Terms defined in the Abridged Prospectus dated 20 December 2013 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 2014 or such later date and time as the Board may decide in its absolute discretion and announce not less than 2 market days before the stipulated date and time.

(ii) FULL OR PART ACCEPTANCE OF THE RIGHTS WARRANTS

The provisional Warrants are renouneable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Rights Warrants, 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 "PHB RIGHTS WARRANTS ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name and your CDS Account number for the full amount payable for the Provisional Rights Warrants accepted, to be received by the Share Registrar at the address above not later than 5.00 p.m. on 8 January 2014 (or such later date and time as the Board may decide in its absolute discretion and announce not less than 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 your Board.

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 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 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 8 market days from the last date and time for acceptance of and payment for the Provisional Rights Warrants 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 and shall be despatched to you by ordinary post to the address as stated in the Record of Depositors at your own risk within 15 market days from the last date and time for acceptance and payment for the Provisional Rights Warrants.

(iii) APPLICATION FOR EXCESS RIGHTS WARRANTS

If you and/or your renounee(s) (if applicable) wish to apply for additional Rights Warrants 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 "PHB EXCESS RIGHTS WARRANTS ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name and your CDS Account number for the full amount payable for the Excess Rights Warrants applied for, to be received by the Share Registrar at the address above not later than 5.00 p.m. on 8 January 2014 (or such later date and time as the Board may decide in its absolute discretion and announce not less than 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.

No acknowledgement will be issued by the Company or the Share Registrar for the receipt of the Excess Rights Warrants 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 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 8 market days from the last date and time for application and payment for the Excess Rights Warrants 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 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 by ordinary post to the address as stated in the Record of Depositors at your own risk within 15 market days from the last date and time for application and payment for the Excess Rights Warrants. The Board intends to allot the Excess Rights Warrants 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 Rights Warrants on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis to the Entitled Shareholders who have applied for the Excess Rights Warrants, calculated based on the quantum of their respective Excess Rights Warrants application; and
- (iv) finally, on a pro-rata basis to the renounee(s) who have applied for the Excess Rights Warrant, calculated based on the quantum of the Excess Rights Warrants applied for.

The Board reserves the right to allot any Excess Rights Warrants applied for under this 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 in Section 2.1 (i)-(iv) of the Abridged Prospectus are achieved. The Board also reserves the right not to accept or to accept any application for Excess Rights Warrants, in full or in part.

(iv) SALE/TRANSFER OF PROVISIONAL RIGHTS WARRANTS

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

In selling/transferring all or part of your entitlement to the Provisional Rights Warrants, you need not deliver any document, including this RSF, to your stockbroker(s). You are however, advised to ensure that there is sufficient Provisional Rights Warrants standing to the credit of your CDS Account(s) for settlement of the sale/transfer. Purchaser(s) of the Provisional Rights Warrants 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 Rights Warrants, you may still accept the balance of your entitlement to the Provisional Rights Warrants by completing Parts I 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 Warrants accepted to the Share Registrar in accordance with the instructions as set out in Section (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 Warrants subscribed by the entitled shareholders and/or their renounee(s) 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 provisionally allotted Rights Warrant 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.
- (e) The Company reserves the right to accept or reject any acceptance and/or application (if applicable) if the instructions stated hereinabove are not strictly adhered to.
- (f) The Entitled Shareholders and/or their renounee(s) (if applicable) should note that the RSF and remittances so lodged with the Share Registrar shall be irrevocable and may not subsequently be withdrawn.
- (g) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.