

**NOTICE OF PROVISIONAL ALLOTMENT OF RCPS**

Terms defined in the Abridged Prospectus dated 31 October 2012 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless otherwise stated. The provisional allotted RCPS 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 Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the provisional allotted RCPS.



**RCE CAPITAL BERHAD**

(Company No.: 2444-M)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 478,496,024 NEW REDEEMABLE CONVERTIBLE NON-CUMULATIVE PREFERENCE SHARES OF RM0.10 EACH IN RCE CAPITAL BERHAD ("RCE") ("RCPS") AT AN ISSUE PRICE OF RM0.38 PER RCPS ON THE BASIS OF TWO (2) RCPS FOR EVERY FIVE (5) ORDINARY SHARES OF RM0.10 EACH IN RCE ("SHARES") HELD AFTER THE BONUS ISSUE OF UP TO 398,746,687 NEW SHARES ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) SHARES HELD AS AT 5.00 P.M. ON 31 OCTOBER 2012 ("RIGHTS ISSUE")**

Adviser



**Hong Leong Investment Bank Berhad** (102084V)

(Formerly known as MMB Investment Bank Berhad)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: Shareholders of RCE**

Dear Sir / Madam,

The Board of Directors of RCE ("**Board**") has provisionally allotted to you, in accordance with the ordinary resolution passed by the shareholders of RCE at the Extraordinary General Meeting held on 21 September 2012, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 5 June 2012 and the approval of Bank Negara Malaysia via its letter dated 24 May 2012, the number of RCPS as indicated below ("**Provisional Allotment**").

We wish to advise you that the RCPS provisionally allotted to you 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(s) subject to the terms and conditions stated in the Abridged Prospectus and Rights Subscription Form dated 31 October 2012 issued by the Company.

The Provisional Allotment is made subject to the terms and conditions stated in the Abridged Prospectus. Bursa Securities has already prescribed the securities of RCE listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the RCPS arising from the Rights Issue are prescribed securities and as such, all dealings in the Provisional Allotment 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 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 RCPS CERTIFICATES WILL BE ISSUED.**

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

- (a) firstly, to minimise the incidence of odd lots;
- (b) secondly, for allocation to the Entitled Shareholders who have applied for excess RCPS on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (c) thirdly, for allocation to the Entitled Shareholders who have applied for excess RCPS on a pro-rata basis calculated based on the quantum of their respective excess RCPS application; and
- (d) fourthly, for allocation to transferee(s) and/or renounee(s) who have applied for excess RCPS on a pro-rata basis calculated based on the quantum of their respective excess RCPS application.

Nevertheless, the Board reserves the right to allot any excess RCPS applied under Part I(b) of the RSF in such manner as the Board deems fit and expedient 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 items (a) - (d) above are achieved. The Board also reserves the right to accept any excess RCPS application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF THE ENTITLED SHAREHOLDER

NUMBER OF ORDINARY SHARES HELD AS AT 5.00 P.M. ON 31 OCTOBER 2012	NUMBER OF RCPS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.38 PER RCPS (RM)

IMPORTANT RELEVANT DATES AND TIME	
Entitlement Date.....	: Wednesday, 31 October 2012 at 5.00 p.m.
Last date and time for sale of provisional allotment of RCPS.....	: Wednesday, 7 November 2012 at 5.00 p.m.
Last date and time for transfer of provisional allotment of RCPS.....	: Monday, 12 November 2012 at 4.00 p.m.
Last date and time for acceptance and payment.....	: Monday, 19 November 2012 at 5.00 p.m.*
Last date and time for excess application and payment.....	: Monday, 19 November 2012 at 5.00 p.m.*

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

**BY ORDER OF THE BOARD**

Johnson Yap Choon Seng (MIA 20766)  
 Seow Fei San (MAICSA 7009732)  
 Company Secretaries

Share Registrar:  
**Tricor Investor Services Sdn Bhd (118401-V)**  
 Level 17, The Gardens North Tower  
 Mid Valley City, Lingkaran Syed Putra  
 59200 Kuala Lumpur  
 Tel. No.: 603-2264 3883  
 Fax No.: 603-2282 1886

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 31 OCTOBER 2012**



**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 RCPS should be addressed to the Share Registrar of RCE, Tricor Investor Services Sdn Bhd (118401-V) 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 DATED 31 OCTOBER 2012 ("ABRIDGED PROSPECTUS") 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 ABRIDGED PROSPECTUS.**

Approval for the Rights Issue has been obtained from the shareholders at the Extraordinary General Meeting held on 21 September 2012. Approval has been obtained from Bursa Securities via its letter dated 5 June 2012 for the admission of the RCPS to the Official List of Bursa Malaysia Securities Berhad ("Bursa Securities"), the listing of and quotation for the RCPS, and the new Shares to be issued upon the conversion of the RCPS on the Main Market of Bursa Securities. Approval has been obtained from Bank Negara Malaysia via its letter dated 24 May 2012 for the issuance of RCPS to the non-resident shareholders of RCE pursuant to the Rights Issue. The official listing of and quotation for the RCPS will commence after, amongst others, receipt of confirmation from 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.

The Abridged Prospectus, together with the NPA and the 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. No action has been or will be taken to ensure that the Rights Issue complies with laws of any countries or jurisdictions other than the laws of Malaysia. The distribution of the Abridged Prospectus, together with the NPA and the RSF may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions or in respect of certain persons under the relevant laws of those jurisdictions. The Abridged Prospectus, together with the NPA and the RSF does not constitute an offer, solicitation or invitation to subscribe for the Rights Issue in any jurisdiction other than Malaysia or to any person to whom it would be unlawful to make such an offer, solicitation or invitation. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Malaysia where shareholders may have their registered addresses, the Abridged Prospectus, together with the NPA and the RSF has not been and will not be despatched to shareholders with a registered address outside Malaysia ("Foreign Shareholders") unless they have provided an address in Malaysia for the service of the Abridged Prospectus, together with the NPA and the RSF by the Entitlement Date. However, nothing shall preclude Foreign Shareholders from collecting the Abridged Prospectus, together with the NPA and the RSF, in person, at the office of our Share Registrar, in which event our Share Registrar shall be entitled to request for such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting the documents relating to the Rights Issue. The Company and Hong Leong Investment Bank Berhad (formerly known as MIMB Investment Bank Berhad) 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 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 has also been lodged with the Registrar of Companies who takes no responsibility for their contents.

Admission of the RCPS to the Official List of Bursa Securities and the listing of and quotation for the RCPS on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue. 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 RCE 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 19 November 2012**, or such later date and time as the Board and Adviser may decide and announce at their absolute 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 RCE, **Tricor Investor Services Sdn Bhd (118401-V) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur by 5.00 p.m. on 19 November 2012** (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion), the said provisional allotment to you will be deemed to have been declined and will be cancelled. The Board will then have the rights to allot such RCPS not taken up to applicants applying for 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 "**RCE RIGHTS ISSUE ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, contact number, address and CDS account number in block letters, for the full amount payable for the RCPS accepted, to be received by the Share Registrar of RCE, **Tricor Investor Services Sdn Bhd**, not later than **5.00 p.m. on 19 November 2012** (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion).

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may not be accepted at the absolute discretion of the Board. Details of the remittances must be filled in the appropriate boxes provided in the RSF. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the RCPS. However, if your application is successful, you will be allotted the RCPS and 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 SHARES 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 forwarding 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 "**RCE EXCESS RIGHTS ISSUE ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, contact number, address 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 RCE, **Tricor Investor Services Sdn Bhd**, not later than **5.00 p.m. on 19 November 2012** (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion).

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may not be accepted at the absolute discretion of the Board. Details of the remittances must be filled in the appropriate boxes provided in the RSF. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the RCPS. However, if your application is successful, you will be allotted the RCPS and 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.

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

- firstly, to minimise the incidence of odd lots;
- secondly, for allocation to the Entitled Shareholders who have applied for excess RCPS on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- thirdly, for allocation to the Entitled Shareholders who have applied for excess RCPS on a pro-rata basis calculated based on the quantum of their respective excess RCPS application; and
- fourthly, for allocation to transferee(s) and/or renounee(s) who have applied for excess RCPS on a pro-rata basis calculated based on the quantum of their respective excess RCPS application.

Nevertheless, the Board reserves the right to allot any excess RCPS applied under Part I(b) of the RSF in such manner as the Board deems fit and expedient 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 items (a) - (d) above are achieved. The Board also reserves the right to accept any excess RCPS application, in full or in part, without assigning any reason.

**(iv) SALE / TRANSFER OF THE PROVISIONAL ALLOTMENT**

If you wish to sell or transfer all or part of your entitlement 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 RCE 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 entitlement to the RCPS, you may sell such entitlement in the open market or transfer such entitlement to such person(s) 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 and/or your renounee(s) (if applicable) need not deliver any document (including this RSF), to your stockbroker. However, you and/or your renounee(s) (if applicable) must ensure that there is 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) may obtain a copy of the Abridged Prospectus and this RSF 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 or transferred only part of your entitlement of the RCPS, you may still accept the balance of your provisionally allotted RCPS by completing Parts I(a) and II of this RSF.

**(v) GENERAL INSTRUCTIONS**

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.
- Any interest or other benefit accruing on or arising from or in connection with any application monies 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.
- The contract arising from the acceptance of the provisional allotment of 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.
- The Company reserves the right to accept or reject any acceptance and/or application if the instructions stated above are not strictly adhered to.
- 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.