

NOTICE OF PROVISIONAL ALLOTMENT

Terms defined in the Abridged Prospectus dated 15 June 2015 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless stated otherwise.

The provisional allotted Rights Shares with Warrants D 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 with Warrants D will be subject to the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").



INSTACOM GROUP BERHAD

(Company No. 596299-D)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 429,515,979 NEW ORDINARY SHARES OF RM0.10 EACH IN INSTACOM GROUP BERHAD ("INSTACOM") ("INSTACOM SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY SEVEN (7) EXISTING INSTACOM SHARES HELD, TOGETHER WITH UP TO 214,757,989 FREE DETACHABLE WARRANTS IN INSTACOM ("WARRANT(S) D") ON THE BASIS OF ONE (1) FREE WARRANT D FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED FOR, AS AT 5.00 P.M. ON MONDAY, 15 JUNE 2015 AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANTS")

Principal Adviser



RHB Investment Bank Berhad
(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Shareholders of Instacom

Dear Sir/ Madam,

Our Board of Directors ("Board") has provisionally allotted to you the number of Rights Shares with Warrants D as indicated below ("Provisional Allotment"), in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 8 April 2015 and the resolution passed by our shareholders at the Extraordinary General Meeting held on 26 May 2015 in relation to the Rights Issue with Warrants.

We wish to advise that the following number of Provisional Allotment in respect of the Rights Issue with Warrants 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 the Company.

The Provisional Allotment 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 ACE Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotment are prescribed securities and as such, all dealings in the Provisional Allotment will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

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

It is the intention of our Board to allot the Excess Rights Shares with Warrants D, if any, on a fair and equitable basis and in the following priority:-

- i. firstly, to minimise the incidence of odd lots;
- ii. secondly, for all allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants D on a pro-rata basis and in board lot, calculated based on their respective shareholdings in the Company as at the Entitlement Date;
- iii. thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants D on a pro-rata basis and in board lot, calculated based on the quantum of the Excess Rights Shares with Warrants D applied for; and
- iv. finally, for allocation to renounees who have applied for the Excess Rights Shares with Warrants D, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants D applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants D applied for under Part II of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above are achieved.

<p>NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER</p>
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NUMBER OF INSTACOM SHARES HELD AT 5.00 P.M. ON MONDAY, 15 JUNE 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS D ATTACHED TO 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	: Monday, 15 June 2015 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Monday, 22 June 2015 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights.....	: Thursday, 25 June 2015 at 4.00 p.m.
Last date and time for acceptance and payment.....	: Tuesday, 30 June 2015 at 5.00 p.m.*
Last date and time for excess application and payment.....	: Tuesday, 30 June 2015 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 the Board
LAANG JHE HOW (MIA 25193)
ANNE KUNG SOO CHING (MIA 8449)
Company Secretaries

Share Registrar
Insurban Corporate Services Sdn Bhd (76260-W)
149, Jalan Aminuddin Baki
Taman Tun Dr. Ismail
60000 Kuala Lumpur
Tel: 03 - 7729 5529
Fax : 03 - 7728 5948

THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 15 JUNE 2015

WARNING: DO NOT DETACH ANY PART OF THIS DOCUMENT AND PLEASE SEND THIS DOCUMENT IN ITS ENTIRETY TO THE SHARE REGISTRAR

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, payment and excess application for the Rights Issue with Warrants should be addressed to the Share Registrar of the Company, Insurban Corporate Services Sdn Bhd at 149, Jalan Aminuddin Bakri, Taman Tun Dr. Ismail, 60000 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") is not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue with Warrants 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 with Warrants and the Abridged Prospectus, together with the NPA and the RSF comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue with Warrants to which the Abridged Prospectus, together with the NPA and the RSF relates, is only available to persons receiving these documents within Malaysia. Accordingly, these 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 with Warrants 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, RHB Investment Bank Berhad ("RHB") 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 entitlements to the Rights Shares with Warrants 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"). 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 these documents.

The approval from shareholders of the Company for the Rights Issue with Warrants was obtained at the Extraordinary General Meeting held on 26 May 2015. Approval from Bursa Malaysia Securities Berhad ("Bursa Securities") has also been obtained on 8 April 2015 for, amongst others, the admission of the Warrants D to the Official List of Bursa Securities, the listing of the Warrants D, the Rights Shares and the new Instacom Shares to be issued arising from the exercise of the Warrants D on the ACE Market of Bursa Securities. The listing of and quotation for all the new securities on the ACE Market of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants. The admission of the Warrants D to the Official List and the listing of and quotation for the Rights Shares and Warrants D will commence after, amongst others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the CDS Accounts of the successful applicants have been duly credited and notices of allotment have been despatched to them.

Neither the SC nor Bursa Securities takes any responsibility for the correctness of statements made or opinions expressed in the Abridged Prospectus.

Our Directors have seen and approved all the documentations relating to the Rights Issue with Warrants, including the Abridged Prospectus, together with the NPA and RSF. 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 these 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 DATE AND TIME FOR ACCEPTANCE, APPLICATION AND PAYMENT

This RSF is valid for acceptance and/ or application until **5.00 p.m. on Tuesday, 30 June 2015**, or such later date and time as our Board may, at its absolute discretion, determine and announce not less than two (2) market days before the stipulated date and time.

(II) FULL OR PART ACCEPTANCE AND PAYMENT

If you wish to accept all or any part of the Provisional Allotment, please complete Parts I and III 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 with Warrants D 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 "**INSTACOM RIGHTS ISSUE 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, 30 June 2015** (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).

If acceptance of and payment for the Provisional Allotment are not received by our Share Registrar by **5.00 p.m. on Tuesday, 30 June 2015** (or such later date and time as our Board may, at its absolute discretion 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 with Warrants D to the applicants who have applied for the Excess Rights Shares with Warrants D in the manner as set out in note (III) below.

The remittance must be made in the exact amount payable for the Rights Shares with Warrants D. No acknowledgement of receipt of this RSF or application monies in respect of the Rights Issue with Warrants 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 with Warrants D or such other period as may be prescribed by Bursa Securities.

(III) APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS D

If you wish to apply for additional Rights Shares with Warrants D in excess of your entitlement, please complete Part II of this RSF (in addition to Parts I and III) and forward this RSF with a **separate remittance made in RM** for the full amount payable for the Excess Rights Shares with Warrants D applied for, to our Share Registrar. Payment for the Excess Rights Shares with Warrants D 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 "**INSTACOM EXCESS RIGHTS ISSUE 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, 30 June 2015** (or such later date and time as our Board may, at its absolute discretion 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 with Warrants D 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 with Warrants D or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights Shares with Warrants D 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 of acceptance and payment for the Excess Rights Shares with Warrants D.

It is the intention of our Board to allot the Excess Rights Shares with Warrants D, if any, on a fair and equitable basis and in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for all allocation to entitled shareholders who have applied for Excess Rights Shares with Warrants D on a pro-rata basis and in board lot, calculated based on their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, for allocation to entitled shareholders who have applied for Excess Rights Shares with Warrants D on a pro-rata basis and in board lot, calculated based on the quantum of the Excess Rights Shares with Warrants D applied for; and
- (iv) finally, for allocation to renounees who have applied for the Excess Rights Shares with Warrants D, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants D applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants D applied for under Part II of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above are achieved.

(IV) SALE OR TRANSFER OF PROVISIONAL ALLOTMENT

If you wish to sell or transfer all or part of your entitlement to the Provisional Allotment 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 Allotment, without first having to request for a split of the Provisional Allotment standing to the credit of your CDS Accounts. To sell or transfer all or part of your entitlement to the Provisional Allotment, 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 Allotment, you may still accept the balance of the Provisional Allotment by completing Parts I and III of this RSF.

In selling or transferring all or part of your Provisional Allotment, you need not deliver any document including this RSF to your stockbroker(s). However, you must ensure that there is sufficient Provisional Allotment 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 Allotment 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

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- (b) Rights Shares with Warrants D 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.
- (c) 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.
- (d) The contract arising from the acceptance of the Provisional Allotment 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) Our Board reserves the right not to accept or to accept any application if the instructions herein stated are not strictly adhered to or which are illegal.
- (f) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.