NOTICE OF PROVISIONAL ALLOTMENT

Terms defined in the Abridged Prospectus dated 3 February 2016 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless stated otherwise. The provisionally 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, the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of all dealings in the Provisional Rights Shares (as defined herein)



(Company No. 285072-M) (Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF UP TO 96,230,650 NEW ORDINARY SHARES OF RM0.50 EACH IN INNOPRISE PLANTATIONS BERHAD ("INNOPRISE") AFTER THE SHARE SPLIT ("SPLIT SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) SPLIT SHARES HELD AS AT 5.00 PM. ON WEDNESDAY, 3 FEBRUARY 2016 AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE, OF WHICH THE FIRST CALL OF RM0.35 PER RIGHTS SHARE IS PAYABLE IN CASH ON APPLICATION AND THE SECOND CALL OF RM0.12 IS TO BE CAPITALISED FROM INNOPRISE'S SHARE PREMIUM AND RETAINED EARNINGS ACCOUNT ("TWO-CALL RIGHTS ISSUE")

Principal Adviser



(Company No. 19663-P) (A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Shareholders of Innoprise Plantations Berhad

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 (635998-W) ("Bursa Securities") vide its letter dated 26 November 2015 and the resolutions passed by our shareholders at the extraordinary general meeting convened on 23 December 2015.

We wish to advise that the following number of Provisional Rights Shares allotted to you in respect of the Two-Call Rights Issue have been confirmed by Bursa Depository and will be credited into your Central Depository System ("CDS") Account(s), subject to the terms and conditions as stated in the Abridged Prospectus and the attached Rights Subscription Form ("RSF") 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 THE RIGHTS SHARES PURSUANT TO THE TWO-CALL RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF OUR SHAREHOLDER(S) WHOSE NAMES APPEAR IN OUR RECORD OF DEPOSITORS ("ENTITLED SHAREHOLDERS") AS AT 5.00 P.M. ON 3 FEBRUARY 2016 ("ENTITLEMENT DATE") AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED BUT NOTICES OF ALLOTMENT SHALL BE DESPATCHED.

Our Board reserves the right to allot the 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 deem fit or expedient and in the best interest of our Company. As such, it is the intention of our Board to allot the Excess Rights Shares in the following priority:-

- Firstly, to minimise the incidence of odd lots:
- Secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in our Company as at the Entitlement Date;

 Thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied
- Finally, for allocation to renouncee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part I(b) of the RSF in such manner as our Board deem 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.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER	

NUMBER OF INNOPRISE SHARES HELD AT 5.00 P.M. ON 3 FEBRUARY 2016	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE (AT FIRST CALL OF RM0.38 PER RIGHTS SHARE)

Last date and time for sale of provisional allotment of rights
Last date and time for transfer of provisional allotment of rights
Last date and time for acceptance and payment
Last date and time for excess application and payment

Wednesday, 3 February 2016 at 5.00 p.m. Friday,12 February 2016 at 5.00 p.m. Wednesday, 17 February 2016 at 4.00 p.m. Monday, 22 February 2016 at 5.00 p.m.* Monday, 22 February 2016 at 5.00 p.m.*

Fax: 603-7841 8151/52

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

By order of the Board DOROTHY LUK WEI KAM (MAICSA 7000414) CHAN AI HOON (LS 0000393) Company Secretaries

Share Registra SYMPHONY SHARE REGISTRARS SDN BHD (Company No. 378993-D)
Level 6, Symphony House
Block D13 Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Tel: 603-7849 0777

RIGHTS SUBSCRIPTION FORM

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 3 FEBRUARY 2016 ("ABRIDGED PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED IN THIS RIGHTS SUBSCRIPTION FORM ("RSF") AND THE NOTES AND INSTRUCTIONS FOR COMPLETING THIS RSF UNLESS STATED OTHERWISE. THIS RSF RELATES TO THE ABRIDGED PROSPECTUS AND IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES PROVISIONALLY ALLOTTED AND APPLYING FOR EXCESS RIGHTS SHARES PURSUANT TO THE TWO-CALL RIGHTS ISSUE (AS DEFINED HEREIN) OF INNOPRISE PLANTATIONS BERHAD ("INNOPRISE" OR THE "COMPANY"). THE LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT IS AT 5.00 P.M. ON MONDAY, 22 FEBRUARY 2016 OR SUCH LATER DATE AND TIME AS OUR BOARD MAY DETERMINE AND ANNOUNCE NOT LESS THAN TWO (2) MARKET DAYS BEFORE THE STIPLLATED DATE AND TIME. THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS SHARES STANDING TO THE CREDIT OF HIS/HER CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNT.



(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF UP TO 96,230,650 NEW ORDINARY SHARES OF RM0.50 EACH IN INNOPRISE PLANTATIONS BERHAD ("INNOPRISE") AFTER THE SHARE SPLIT ("SPLIT SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) SPLIT SHARES HELD AS AT 5.00 P.M. ON WEDNESDAY, 3 FEBRUARY 2016 AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE, OF WHICH THE FIRST CALL OF RM0.38 PER RIGHTS SHARE IS PAYABLE IN CASH ON APPLICATION AND THE SECOND CALL OF RM0.12 IS TO BE CAPITALISED FROM INNOPRISE'S SHARE PREMIUM AND RETAINED EARNINGS ACCOUNT ("TWO-CALL RIGHTS ISSUE")

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NAME AND ADDRESS OF APPLICANT (in block letters as per Bursa Depository's Record)																		
NRIC NO./ PASSPORT NO./ COMPANY NO.																		
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or such later date and time as our Board of Directors may determine and announce not less than two (2) Market Days before the stipulated date and time.

Please delete whichever is not applicable.

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 ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 3 FEBRUARY 2016

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, sale/transfer, excess application and payment for the Two-Call Rights Issue should be addressed to the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan (Tel: 603-7849 0777). INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING AND SIGNING THIS RSF.

This RSF, the Abridged Prospectus and the Notice of Provisional Allotment ("NPA") (collectively the "Documents") have not been (and will not be) made to comply with the laws of any foreign jurisdiction, and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) of any jurisdiction other than Malaysia. The Documents are not intended to be (and will not be) issued, circulated or distributed, and the Two-Call Rights Issue will not be made or offered or deemed to be made or offered, in any 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 Two-Call Rights Issue and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Two-Call Rights Issue to which the Documents 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 renouncee(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 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 renounce(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 ("RHBIB") nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renunciation of the entitlement to the Rights Shares made by the entitled shareholders and/or their renouncee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions in which the entitled shareholders and/or their renouncee(s) are residents.

A copy of the Documents has been registered with the Securities Commission Malaysia ("SC"). A copy of the Documents has also been lodged with the Companies Commission of Malaysia who takes no responsibility for the contents of the Documents.

Approval for the Two-Call Rights Issue has been obtained from our shareholders at the Extraordinary General Meeting held on 23 December 2015. The approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 26 November 2015 for 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 shall commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS Accounts of the Entitled Shareholders and/or their renouncee(s) (if applicable) en duly credited and notices of allotment have been despatched to them.

Neither the SC nor Bursa Securities takes any responsibility for the correctness and accuracy of any statements made or opinions expressed herein. 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 Two-Call Rights Issue.

Our Board of Directors have seen and approved the Documents 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 which if omitted would make the statements in the Documents

The Provisional Rights Shares are prescribed securities under Section 14(5) of the Security Industry (Central Depositories) Act, 1991 and therefore, all dealings in the Provisional Rights Shares will be governed by the Securities Industry (Central Depository) Act, 1991, the Securities Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of the Bursa Depository.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia ("RM") and sen.

INSTRUCTIONS:-

LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance and/or application until 5.00 p.m. on Monday, 22 February 2016 or such later date and time as our Board of Directors may determine and announce not less than two (2) Market Days before the stipulated date and time.

If acceptance and payment for the Provisional Rights Shares (either in full or in part, as the case may be) are not received by our Share Registrar for the Two-Call Rights Issue by 5.00 p.m. on Monday, 22 February 2016 (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 to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such Rights Shares not taken up to applicants applying for Excess Rights Shares in the manner as set out in item (III) below.

FULL OR PART ACCEPTANCE AND PAYMENT

The Rights Shares is renounceable in full or in part. If you and/or your renouncee(s) wish to accept all or any part of the Provisional Rights Shares, please complete Parts I(a) and II of this RSF, together with the appropriate remittance in RM for the full amount in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "INNOPRISE RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY", and endorsed on the reverse side with your name, contact number and address in block letters and CDS account number to be received by our Share Registrar not later than 5.00 p.m. on Monday, 22 February 2016 (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 payment must be made in the exact amount. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. Cheques or other mode(s) of payment are not acceptable. No acknowledgement will be issued for the receipt of this RSF or application monies in respect of the Rights Shares. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post at the address shown in the Record of Depositors of Bursa Depository at your own risk within eight (8) Market Days from the last date for acceptance and payment for the Rights Shares or such other period as may be prescribed by Bursa Securities.

APPLICATION FOR EXCESS RIGHTS SHARES

Entitled Shareholders and their renouncee(s) are eligible to apply for Excess Rights Shares.

If you and/or your renounce(s) (if applicable) wish to apply for the Rights Shares in addition to those provisionally allotted to you, please complete Part I(b) of this RSF (in addition to Part I(a) and Part II) and forward this completed and signed RSF with a <u>separate remittance made in RM</u> in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "INNOPRISE EXCESS RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY", and endorsed on the reverse side with your name, contact number and address in block letters and CDS account number to be received by our Share Registrar not later than 5.00 p.m. on Monday, 22 February 2016 (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 will be issued for the receipt of this RSF or application monies in respect of the Excess Rights Shares. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post at the address shown in the Record of Depositors of Bursa Depository at your own risk within eight (8) Market Days from the last date for application and payment for the Excess Rights Shares or such other period as may be prescribed by Bursa Securities.

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 by ordinary post to the address shown in the Record of Depositors of Bursa Depository, at your own risk, within fifteen (15) Market Days from the last date for application and payment for the Excess Rights Shares.

Our Board reserves the right to allot the 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 deem fit or expedient and in the best interest of our Company. As such, it is the intention of our Board to allot the Excess Rights Shares in the following priority:-

- Firstly, to minimise the incidence of odd lots;
- Secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in our Company as at the Entitlement Date;
 Thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares
- (iii) (iv)
- Finally, for allocation to renouncee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part I(b) of the RSF in such manner as our Board deem 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.

SALE OR TRANSFER OF PROVISIONAL ALLOTMENT

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 through your stockbroker(s) for the period up to the last date and time for sale or transfer of the Provisional Rights Shares (in accordance with the Rules of Bursa Depository) without first having to request our Company for a split of the Provisional Rights Shares standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last date and time for sale or transfer of the Provisional Rights Shares (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your Provisional Rights Shares, you need not deliver any document to your stockbroker. You are however advised to ensure that you have sufficient number of Provisional Rights Shares standing to the credit of your CDS Account before selling or transferring.

If you have sold or transferred only part of your Provisional Rights Shares, you may still accept the balance of the Provisional Rights Shares by completing Parts I(a) and II of this RSF.

Renouncee(s) or transferee(s) may obtain a copy of this RSF from Bursa Securities' website (http://www.bursamalaysia.com), or from our Share Registrar for the Two-Call Rights Issue.

GENERAL INSTRUCTIONS

- (d)
- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.

 Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.

 The Rights Shares accepted by you and/or your renouncees(s)/transferee(s) (if applicable) will be credited to your and/or your renouncees(s)/transferee(s)' respective CDS Accounts as stated in this RSF or the exact account(s) 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 and the Excess 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 from the acceptance of the Provisional Rights Shares and the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising from the acceptance of the Provisional Rights Shares and the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the
- outract arising from this RSF.

 Our Board reserves the right to accept or reject any acceptance and/or application if the instructions stated above are not strictly adhered to or which are illegible.

 The Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) should note that all RSF and remittances lodged with our Share Registrar shall be irrevocable and cannot be
- subsequently withdrawn.