

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about the Offer (as defined in this Offer Document).

If you have sold or transferred all your Offer Shares (as defined in this Offer Document), you should hand over this Offer Document and the accompanying Form of Acceptance and Transfer immediately to the person through whom you effected the sale or transfer, for delivery to the purchaser or transferee.

The Securities Commission Malaysia (“SC”) is not responsible for the contents of this Offer Document, does not represent that this Offer Document is accurate or complete and disclaims any liability for any loss arising from, or due to, your reliance on this Offer Document. The SC has granted its consent to the contents of this Offer Document under Section 12(2) of the Malaysian Code on Take-Overs and Mergers, 2010 (“Code”). This consent does not indicate that the SC recommends the Offer. It merely means that this Offer Document has complied with the disclosure requirements of the Code.

UNCONDITIONAL TAKE-OVER OFFER

BY

Joint Advisers



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



Astramina Advisory Sdn Bhd
(Company No. 810705-K)
(A licensed corporate finance advisory firm)

ON BEHALF OF

TER EQUITY SDN BHD

(Company No.: 1077495-T)
(Incorporated in Malaysia under the Companies Act, 1965)

(“OFFEROR”)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES OF RM0.50 EACH IN MALAYSIA AICA BERHAD (“MAICA”) NOT ALREADY OWNED BY THE OFFEROR AND PERSONS ACTING IN CONCERT WITH IT (“OFFER SHARES”) FOR A CASH CONSIDERATION OF RM0.85 PER OFFER SHARE (“OFFER”)

ACCEPTANCES MUST BE RECEIVED BY 5.00 P.M. (MALAYSIAN TIME) ON 5 MARCH 2014, BEING THE CLOSING DATE OF THE OFFER (“FIRST CLOSING DATE”) OR SUCH LATER DATE AS THE OFFEROR MAY DECIDE AND AS MAY BE ANNOUNCED BY RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD, ON BEHALF OF THE OFFEROR AT LEAST TWO (2) DAYS BEFORE THE CLOSING DATE. SUBJECT TO THE PROVISIONS OF THE CODE, THE OFFEROR MAY EXTEND THE DATE AND TIME FOR THE ACCEPTANCE OF THE OFFER BEYOND THE FIRST CLOSING DATE. NOTICES OF SUCH EXTENSION WILL BE POSTED TO THE HOLDERS OF THE OFFER SHARES ACCORDINGLY.

The procedures for acceptance are set out in **Appendix III** of this Offer Document. The Form of Acceptance and Transfer are enclosed with this Offer Document.

This Offer Document is dated 12 February 2014

DEFINITIONS

Except where the context otherwise requires or where otherwise defined herein, words and expressions defined in the Code shall have the same meaning when used herein and the following definitions shall apply throughout this Offer Document and the accompanying Form of Acceptance and Transfer:

“Accepting Holder”	: Holder who accepts the Offer in accordance with the terms and conditions set out in this Offer Document
“Act”	: Companies Act, 1965
“ADA”	: Authorised Depository Agent, as defined in the Rules of Bursa Depository
“ADM”	: Authorised Direct Member, as defined in the Rules of Bursa Depository
“Astramina”	: Astramina Advisory Sdn Bhd (810705-K)
“Board of Maica”	: Board of directors of Malaysia Aica Berhad
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“CDS”	: Central Depository System
“Closing Date”	: First Closing Date or in the event the Offer is revised or extended in accordance with the Code and the terms and conditions of this Offer Document, such other revised or extended closing dates as the Offeror may decide and as may be announced by the Joint Advisers on behalf of the Offeror, at least two (2) days before the closing date
“CMSA”	: Capital Markets and Services Act, 2007
“Code”	: Malaysian Code on Take-Overs and Mergers, 2010
“Datuk Ter” or the “Ultimate Offeror”	: Datuk Ter Leong Yap, being the Ultimate Offeror as well as a PAC with the Offeror
“Dissenting Holder”	: Any shareholder of Maica who does not accept the Offer and/or any shareholder who has failed or refused to transfer the Offer Shares to the Offeror in accordance with this Offer Document
“EPS”	: Earnings per share
“First Closing Date”	: 5.00 p.m. (Malaysian time) on 5 March 2014 being twenty-one (21) days from the Posting Date
“Form of Acceptance and Transfer”	: Form of acceptance and transfer for the Offer Shares, as enclosed in this Offer Document
“FPE”	: Financial period ended
“FYE”	: Financial year ended/ending
“Holder”	: Holder of the Offer Shares
“Independent Advice Circular”	: Independent advice circular to be issued by the Independent Adviser to the Holders in relation to the Offer
“Independent Adviser”	: AmlInvestment Bank Berhad (23742-V), the independent adviser for the Offer appointed by the non-interested Directors of Maica for the Offer in accordance with Section 15 of the Code

DEFINITIONS (Cont'd)

“Joint Advisers”	: Collectively, RHB Investment Bank and Astramina
“Last Trading Day”	: 21 January 2014, being the last trading day prior to the service of the Notice
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 6 February 2014, being the latest practicable date which is not more than seven (7) days before the Posting Date
“Maica” or the “Offeree”	: Malaysia Aica Berhad (8235-K)
“Maica Group” or the “Group”	: Maica and its group of subsidiaries, collectively
“Maica Share”	: Ordinary share of RM0.50 each in Maica
“Market Day”	: Any day between Monday to Friday (inclusive), excluding public holidays, and a day on which the stock market of Bursa Securities is open for trading of securities
“NA”	: Net assets
“Non-Resident Holder”	: Any Holder (including without limitation, custodians, nominees and trustees) who are citizens or nationals of, or residents in, or have registered addresses in jurisdictions outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia
“Notice”	: Notice of the Offer dated 22 January 2014 issued by the Joint Advisers on behalf of the Offeror and served on the Board of Maica
“Offer”	: Unconditional take-over offer by the Offeror through the Joint Advisers to acquire the Offer Shares at the Offer Price upon the terms and conditions as set out in this Offer Document, including any revision or extension (if any) thereof
“Offer Document”	: This document dated 12 February 2014 which sets out the details, terms and conditions of the Offer with the Form of Acceptance and Transfer enclosed herein
“Offer Period”	: The period commencing from 22 January 2014, being the date of the Notice, and ending on: (a) the Closing Date; or (b) the date on which the Offer lapses, expires or is withdrawn with the consent of the SC, whichever is earlier
“Offer Price”	: RM0.85 per Offer Share, being the cash consideration to be paid to the Accepting Holders pursuant to the Offer
“Offer Shares”	: The remaining 79,006,887 Maica Shares not already owned by the Offeror and its PACs as at the LPD
“Official List”	: A list specifying all securities listed on the Main Market of Bursa Securities
“PACs”	: Persons acting in concert with the Offeror (in accordance with Section 216 of the CMSA) for the Offer, namely Datuk Ter, Datin Kwan May Yuen, Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying
“PAT”	: Profit after taxation
“PATNCI”	: Profit after taxation and non-controlling interest
“P/B Multiple”	: Price-to-book multiple
“PBT”	: Profit before taxation

DEFINITIONS (Cont'd)

“P/E Multiple”	: Price-to-earnings multiple
“Posting Date”	: 12 February 2014, being the date of posting of this Offer Document
“Public Shareholding Spread”	: The public shareholding spread requirement as stipulated in Paragraph 8.02(1) of the Listing Requirements stating that at least 25% of the total listed shares (excluding treasury shares, if any) are in the hands of public shareholders
“Registrar”	: Tricor Investor Services Sdn Bhd (118401-V), whose address and contact numbers are set out in Appendix III of this Offer Document, who acts as the registrar in relation to acceptance of the Offer
“Relevant Day”	: The Market Day following the day on which the Offer is closed, revised or extended, as the case may be
“Restricted Jurisdiction”	: Any jurisdiction where the extension or acceptance of the Offer or where sending or making available information concerning the Offer to the Holders in such jurisdiction would or might be in contravention of local laws or regulations in that jurisdiction
“RHB Investment Bank”	: RHB Investment Bank Berhad (19663-P)
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Rules of Bursa Depository”	: The rules of Bursa Depository as issued under the SICDA
“Sale Shares”	: The 39,285,385 Maica Shares acquired by TER pursuant to the SSA
“SC”	: Securities Commission Malaysia
“SICDA”	: Security Industry (Central Depositories) Act, 1991
“SSA”	: The unconditional share sale agreement dated 22 January 2014 entered into between the Offeror with Tan Sri Dato’ Tan Hua Choon, Tan Ching Ching, Tan Han Chuan and Wong Hok Yim to acquire the Sale Shares for an aggregate purchase consideration of RM33,392,577.25 or RM0.85 per Maica Share to be settled fully in cash
“TER” or the “Offeror”	: Ter Equity Sdn Bhd (1077495-T)
“TER Share”	: Ordinary share of RM1.00 each in TER
“VWAP”	: Volume-weighted average market price

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Where a period specified in the Code, as appearing in this Offer Document, ends on a day which is not a Market Day, the period is extended until the next Market Day. All references to dates and times in this Offer Document shall be references to Malaysian dates and times, unless otherwise indicated.

All references to “**you**” or “**Holder**” in this Offer Document are to each Holder, being the person to whom this Offer is being made.

All references to “**we**”, “**us**” and “**our**” in this Offer Document are to the Joint Advisers, being the parties through which the Offeror is making the Offer.

Any discrepancies in the tables included in this Offer Document between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference in this Offer Document to any enactment is a reference to that enactment, for the time being as amended or re-enacted.

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EXECUTIVE SUMMARY

The following Executive Summary is a summary of the salient terms and conditions of the Offer. The summary of the terms and conditions contained in the Executive Summary are not intended to substitute those set out in this Offer Document. As such, you are advised to refer to the relevant sections of this Offer Document for further consideration before committing to a decision whether or not to accept the Offer.

		Reference in this Offer Document	
1.	Offer	Unconditional take-over offer by the Offeror through the Joint Advisers to acquire all the Offer Shares for a cash consideration of RM0.85 per Offer Share based on the terms and conditions as set out in this Offer Document.	Section 2
2.	Irrevocable undertakings	As at the LPD, the Offeror has not received any irrevocable undertaking from any Holders to accept the Offer.	Section 1.5
3.	Offer Consideration	RM0.85 in cash for each Offer Share.	Section 2.1
4.	Conditions of the Offer	The Offer is unconditional as the Offeror and its PACs hold in aggregate more than 50% of the voting shares of Maica.	Section 2.2
5.	Duration of the Offer	The Offer shall remain open for acceptances for a period of not less than twenty-one (21) days from the Posting Date i.e. until 5.00 p.m. (Malaysian time) on 5 March 2014, being the First Closing Date.	Section 2.3
6.	Acceptance procedures	To accept the Offer, Holders shall refer to the procedures of acceptance of the Offer as set out in Appendix III of this Offer Document, together with the accompanying Form of Acceptance and Transfer. The Offer is made to each of the Holders of the Offer Shares. Holders may accept the Offer in respect of all or part of their Offer Shares.	Section 2.4
7.	Method/ Expected date of settlement	The settlement of the Offer Price will be effected via remittance in the form of cheques, bankers' drafts and/or cashier's orders which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Depository at their own risk within ten (10) days from the date of receipt of the said acceptances which are valid and complete in all aspects in accordance with the terms and conditions set out in the Offer Document.	Section 2.4
8.	Rationale of the Offer	The Offer is made as a consequence of the execution of the SSA by the Offeror to acquire the Sale Shares resulting in the increase of the shareholdings of TER and its PACs in Maica to more than 33% and is made pursuant to Section 218(2) of the CMSA and Paragraph 9(1), Part III of the Code.	Section 3
9.	Listing Status and compulsory acquisition	<u>Listing Status</u> It is the intention of the Offeror to maintain the listing status of Maica. Further details on the listing status of Maica are set out in Section 6 of the Main Letter of this Offer Document.	Sections 6

		Reference in this Offer Document	
9.	Listing Status and compulsory acquisition <i>(cont'd)</i>	<p><u>Compulsory Acquisition and Shareholders' Rights</u></p> <p>The Offeror does not intend to invoke Section 222 of the CMSA to compulsorily acquire any outstanding Offer Shares for which valid acceptances have not been received prior to the Closing Date.</p> <p>Further details on compulsory acquisition are set out in Section 7 of the Main Letter of this Offer Document.</p>	Section 7
10.	Financial considerations	<p>The principal financial considerations in relation to the Offer are set out below:</p> <p>(i) the Offer Price represents a discount of between 6.92% and 14.32% based on the 5-day, 1-month, 3-month and 6-month VWAP up to and including the Last Trading Day.</p> <p>(ii) the Offer Price represents the P/E Multiple and P/B Multiple of 113.33* times and 1.57* times respectively based on the audited PATNCI and NA of Maica Group for the FYE 31 March 2013.</p> <p><i>Note:</i> * Computed based on the audited EPS and NA per Maica Share of 0.75 sen and RM0.54 respectively, as disclosed in the annual report of Maica for the FYE 31 March 2013.</p> <p>(iii) the simple average monthly trading volume of Maica Shares over the past twelve (12) months prior to the month in which the Notice was served was 915,758 Maica Shares, representing 0.7% and 0.9% of the total issued and paid-up share capital of Maica and free float of Maica Shares, respectively.</p>	Section 9
11.	Financial resources	<p>The Offeror confirms that the Offer would not fail due to insufficient financial capability of the Offeror and that every Holder who wishes to accept the Offer will be paid in full in cash.</p>	Section 5

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		Reference in this Offer Document								
12.	Future plans for Maica Group and its employees	Section 8								
	<p>As at the LPD, the Offeror's intentions for the period of twelve (12) months from the Closing Date are set out below:</p> <p>(i) Continuation of Maica Group's business</p> <p>The Offeror does not have any plan to liquidate Maica, and intends to continue with Maica Group's existing business and operations.</p> <p>(ii) Major changes to Maica Group's business</p> <p>The Offeror will review the operations of Maica immediately after the completion of the Offer to better understand the position of Maica. Subsequent to that, the Offeror will work together with the Board and management of Maica to decide on the future expansion plans of Maica which include, amongst others, the following:</p> <ul style="list-style-type: none"> (i) Whether to redeploy the existing assets of Maica or to dispose any assets of Maica deemed as non-core business of Maica; (ii) To optimize the utilisation of the existing resources of Maica; and (iii) To expand the property development operations of Maica. <p>(iii) Employees of Maica Group</p> <p>The Offeror does not have plans to dismiss or make redundant the employees of Maica Group as a direct consequence of the Offer.</p> <p>Further details on the future plans for Maica Group and its employees are set out in Section 8 of the Main Letter of this Offer Document.</p> <p>As at the LPD, the Offeror has no knowledge of and has not entered into any negotiations, arrangements or understanding whatsoever with any third party with regards to any material change in Maica Group's businesses, assets or equity structure within the next twelve (12) months from the Closing Date.</p>									
13.	Tentative Timetable	Section 1.9								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Events</th> <th style="text-align: left;">Date</th> </tr> </thead> <tbody> <tr> <td>Posting of this Offer Document</td> <td>12 February 2014</td> </tr> <tr> <td>Last day for the Independent Adviser to issue the Independent Advice Circular</td> <td>22 February 2014</td> </tr> <tr> <td>Closing Date ⁽¹⁾</td> <td>5 March 2014</td> </tr> </tbody> </table> <p>Note:</p> <p>(1) <i>The Offeror intends to close the Offer at 5.00 p.m. (Malaysian time) on 5 March 2014, being the First Closing Date, unless extended or revised in accordance with the provisions of the Code as the Offeror may decide and as may be announced by the Joint Advisers on behalf of the Offeror, no later than two (2) days before the Closing Date. Notices of such extension will be posted to the Holders accordingly.</i></p>	Events	Date	Posting of this Offer Document	12 February 2014	Last day for the Independent Adviser to issue the Independent Advice Circular	22 February 2014	Closing Date ⁽¹⁾	5 March 2014	
Events	Date									
Posting of this Offer Document	12 February 2014									
Last day for the Independent Adviser to issue the Independent Advice Circular	22 February 2014									
Closing Date ⁽¹⁾	5 March 2014									

EXECUTIVE SUMMARY (Cont'd)

THIS OFFER DOCUMENT SEEKS TO EXTEND A FORMAL OFFER BY THE OFFEROR, THROUGH THE JOINT ADVISERS, TO ACQUIRE YOUR OFFER SHARES.

YOU ARE ADVISED TO READ CAREFULLY THIS OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR, WHICH WILL BE DESPATCHED TO YOU WITHIN TEN (10) DAYS FROM THE DATE OF THIS OFFER DOCUMENT. YOU SHOULD CONSIDER THE RECOMMENDATION OF THE INDEPENDENT ADVISER CAREFULLY BEFORE MAKING ANY DECISION REGARDING THE OFFER.

IF YOU WISH TO ACCEPT THE OFFER, YOU SHOULD COMPLETE AND SIGN THE ACCOMPANYING FORM OF ACCEPTANCE AND TRANSFER ACCORDING TO THE INSTRUCTIONS CONTAINED THEREIN. PLEASE REFER TO APPENDIX III OF THIS OFFER DOCUMENT FOR THE PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT OF THE OFFER. SPECIAL INSTRUCTIONS FOR NON-RESIDENT HOLDERS ON ACCEPTING THE OFFER ARE SET OUT IN SECTION 3, APPENDIX III OF THIS OFFER DOCUMENT.

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.

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12 February 2014

Registered Office of:
MALAYSIA AICA BERHAD
8-3, Jalan Segambut
51200 Kuala Lumpur
Malaysia

To: The Holders of Offer Shares

Dear Sir/Madam,

UNCONDITIONAL TAKE-OVER OFFER BY THE OFFEROR THROUGH THE JOINT ADVISERS TO ACQUIRE ALL THE OFFER SHARES FOR A CASH CONSIDERATION OF RM0.85 PER OFFER SHARE

1. INTRODUCTION

- 1.1 On 22 January 2014, TER entered into an unconditional share sale agreement with Tan Sri Dato' Tan Hua Choon, Tan Ching Ching, Tan Han Chuan and Wong Hok Yim to acquire an aggregate of 39,285,385 Maica Shares for an aggregate purchase consideration of RM33,392,577.25 or RM 0.85 per Maica Share to be settled fully in cash.
- 1.2 Upon completion of the SSA, the Offeror and its PACs will hold an aggregate of 79,354,585 Maica Shares, representing 50.11% of the issued and paid-up share capital of Maica.
- 1.3 As a consequence of the above, on behalf of TER, the Joint Advisers had on 22 January 2014 served the Notice on the Board of Maica informing them of the Offeror's obligation to undertake the Offer.
- 1.4 Datuk Ter is the Ultimate Offeror for the Offer.
- 1.5 As at the LPD, the Offeror has not received any irrevocable undertaking from any Holders to accept the Offer.
- 1.6 The PACs with the Offeror for the Offer pursuant to Section 216 of the CMSA are as follows:
 - (a) Datuk Ter, being the spouse of Datin Kwan May Yuen, son of Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying. He is also a director and a substantial shareholder of TER;
 - (b) Datin Kwan May Yuen, being the spouse of Datuk Ter, daughter-in-law of Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying. She is also a director and substantial shareholder of TER;

- (c) Ter Hong Khim @ Tai Foong Chin, being the spouse of Ng Hon Yin @ Hwang Giok Ying, father of Datuk Ter, father-in-law of Datin Kwan May Yuen and a shareholder of TER; and
 - (d) Ng Hon Yin @ Hwang Giok Ying, being the spouse of Ter Hong Khim @ Tai Foong Chin, mother of Datuk Ter, mother-in-law of Datin Kwan May Yuen and a shareholder of TER.
- 1.7 On 28 January 2014, Maica announced the appointment of AmInvestment Bank Berhad as the Independent Adviser for the Offer to advise the non-interested Directors of Maica and the Holders on whether the Offer is fair and reasonable and their recommendation on whether to accept or reject the Offer.
- 1.8 The SC has vide its letter dated 11 February 2014 granted its consent to this Offer Document under Section 12(2) of the Code. This consent does not indicate that the SC recommends the Offer. It merely means that this Offer Document has complied with the disclosure requirements of the Code.
- 1.9 The tentative timetable for the Offer is as follows:

Events	Date
Posting of this Offer Document	12 February 2014
Last day for the Independent Adviser to issue the Independent Advice Circular	22 February 2014
Closing Date ⁽¹⁾	5 March 2014

Note:

- (1) *The Offeror intends to close the Offer at 5.00 p.m. (Malaysian time) on 5 March 2014, being the First Closing Date, unless extended or revised in accordance with the provisions of the Code as the Offeror may decide and as may be announced by the Joint Advisers on behalf of the Offeror, no later than two (2) days before the Closing Date. Notices of such extension will be posted to the Holders accordingly.*

The purpose of this Offer Document is to extend a formal offer by the Offeror through the Joint Advisers, to acquire your Offer Shares. The Offer is made in respect of all your Offer Shares subject to the terms and conditions as set out in this Offer Document.

You are advised to read this Offer Document and the Independent Advice Circular (which is to be dispatched by the Independent Adviser to you within ten (10) days from the date of this Offer Document) and to consider the recommendations of the Independent Adviser carefully before making your decision.

If you wish to accept the Offer, you should complete and return the accompanying Form of Acceptance and Transfer according to the instructions therein. Please refer to Appendix III of this Offer Document for details on the procedures for accepting the Offer. Special instructions for Non-Resident Holders on accepting the Offer are also set out in Appendix III of this Offer Document.

You do not need to take any action if you decide not to accept the Offer.

2. SALIENT TERMS OF THE OFFER

The salient terms of the Offer as set out below, are identical to those set out in the Notice, unless otherwise directed or permitted to be varied by the SC:

2.1 Consideration

The Offeror shall pay a cash consideration of **RM0.85** per Offer Share to all Holders who accept the Offer, in accordance with the terms to be set out in the Offer Document.

In the event that Maica declares, makes or pays any dividend and/or other distribution of any nature whatsoever ("**Distribution**") on or after the date of the Notice but prior to the Closing Date (as defined in **Section 2.3** below) and the Holders are entitled to retain such dividend and/or other Distributions, the consideration for each Offer Share shall be reduced by the quantum of the net dividend and/or other Distributions which such Holder is entitled to retain. The Holders may accept the Offer in respect of all or part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Offeror will not pay fractions of a sen, if any, to the Accepting Holders and entitlements to the cash payment will be rounded down to the nearest whole sen.

The Offer Price is similar to the purchase price of RM0.85 for the Sale Shares acquired pursuant to the SSA, which is the highest price paid by TER for Maica Shares in the last six (6) months prior to the Offer Period.

2.2 Conditions of the Offer

The Offer is unconditional as the Offeror and its PACs hold in aggregate more than 50% of the voting shares of Maica.

2.3 Duration of the Offer

Except insofar as the Offer is withdrawn by the Offeror with the consent of the SC and every person is released from any obligation incurred hereunder:

- (a) The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) for a period of not less than twenty-one (21) days from the Posting Date, or such later date as the Joint Advisers may announce on behalf of the Offeror, unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligations incurred under the Offer.
- (b) Where a competing take-over offer is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.
- (c) If the Offer is revised after the Posting Date, the Offeror will:
 - (i) announce such revision to the public in a press notice and to Bursa Securities in writing;
 - (ii) post the written notification of the revised take-over offer to all Holders, including all the Holders who have previously accepted the Offer; and
 - (iii) keep the take-over offer open for acceptances for a period of at least fourteen (14) days from the date of posting of the written notification of the revision to all Holders.

Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.

- (d) The Offer shall not be revised after the forty-sixth (46th) day from the Posting Date or the despatch of the competing offer document, if any.
- (e) Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by the Joint Advisers, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next expiry date of the Offer. Notices of such extension will be posted to the Holders accordingly.
- (f) As the Offer is not conditional upon any minimum level of acceptances, the Closing Date shall not be later than 14 April 2014.

2.4 Method/Expected Date of Settlement

The settlement of the Offer Price will be effected via remittance in the form of cheques, bankers' drafts and/or cashier's orders which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Depository at their own risk within ten (10) days from the date of receipt of the said acceptances which are valid and complete in all aspects in accordance with the terms and conditions set out in the Offer Document.

Other than the Offeror's rights to reduce the Offer Price as set out in **Section 2.1** above, and except with the consent of the SC which would only be granted in certain circumstances in which all Holders were to be treated similarly, settlement of the consideration will be implemented in full, in accordance with the terms of the Offer without regard to any lien, right of set-off, counter-claim or other rights to which the Offeror may be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of the warranties set out in **Section 3, Appendix II** of this Offer Document.

Any Holders (including without limitation, custodians, nominees and trustees) who are citizens or nationals of, or residents in, or have registered addresses in jurisdictions outside Malaysia, or incorporated or registered with, or approved by any authority outside Malaysia or non-residents within the definition of the Financial Services Act, 2013 are advised that settlement for acceptances of the Offer will be made in Ringgit Malaysia. Non-Resident Holders who wish to convert their consideration into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges levied by the respective financial institutions.

3. RATIONALE FOR THE OFFER

The Offer is made as a consequence of the execution of the unconditional SSA by the Offeror to acquire the Sale Shares resulting in the increase of the shareholdings of TER and its PACs in Maica to more than 33% and is made pursuant to Section 218 (2) of the CMSA and Section 9(1), Part III of the Code. The acquisition of the Sale Shares and the Offer is undertaken in view of Maica having diversified its business into property development and the potential outlook of the property development sector.

In this respect, the acquisition of the Sale Shares represents an investment by the Offeror, as the Offeror recognises the potential in developing lands currently held by Maica. Maica, through the Offeror, will be able to utilise the Ultimate Offeror's expertise and experience in the property development industry to enhance and maximize the value of Maica's land development plans. The Offeror believes they will be able to further grow and expand the property development business of Maica and are in a position to contribute positively to the earnings of Maica Group and correspondingly enhance the value of the Offeror's investment in Maica.

4. BRIEF INFORMATION ON THE OFFEROR AND MAICA

4.1 Offeror

TER was incorporated in Malaysia under the Act on 13 January 2014 as a private limited company. TER is principally involved in investment holding.

The authorised share capital of TER is RM400,000 comprising 400,000 TER Shares, of which RM100.00 comprising 100 TER Shares have been issued and fully paid-up.

As at the LPD, the substantial shareholders of TER and their respective interests are as follows:

Name of substantial shareholders	Direct		Indirect	
	No. of TER Shares	%	No. of TER Shares	%
Datuk Ter	88	88.00	10 ⁽¹⁾	10.00
Datin Kwan May Yuen	10	10.00	-	-

Note:

(1) Deemed interested via TER Shares held by Datin Kwan May Yuen, his wife, pursuant to Section 6A of the Act.

Further details on the Offeror are set out in **Appendix IV** of this Offer Document.

4.2 Maica

Maica was incorporated on 4 December 1968 in Malaysia under the Act. The Offeree was listed on the Main Market of Bursa Securities (then known as the Main Board of Kuala Lumpur Stock Exchange) on 7 March 1984.

The principal activity of Maica is that of investment holding whilst the principal activities of its principal subsidiaries are:

- (a) manufacturing of engineered wooden doors, wooden frames, prefabricated doors, moldings from rubber wood, ice blocks and fire rated doors;
- (b) engaged in the granting of leases and hire purchase financing; and
- (c) property development.

Further details on Maica are set out in **Appendix V** of this Offer Document.

5. FINANCIAL RESOURCES OF THE OFFEROR

The Offeror confirms that the Offer would not fail due to insufficient financial capability of the Offeror and that every Accepting Holder will be paid in full in cash.

The Joint Advisers to the Offeror in relation to the Offer are satisfied that there are sufficient financial resources available to the Offeror such that the Offer would not fail due to insufficient financial capability of the Offeror and that every Accepting Holder will be paid in full by cash.

6. LISTING STATUS OF MAICA

Paragraph 8.02(1) of the Listing Requirements states that a listed issuer must ensure that at least twenty-five (25%) of its total listed shares are in the hands of public shareholders as part of its continuing listing obligations. Bursa Securities may accept a percentage lower than twenty-five percent (25%) of the total number of listed shares if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.

A listed issuer which fails to maintain the required Public Shareholding Spread may request for an extension of time to rectify the situation. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and suspend trading in the securities of the listed issuer pursuant to Paragraphs 16.02 and 16.19 of the Listing Requirements.

In relation to a take-over offer for the acquisition of the listed shares of a listed corporation pursuant to the Code, where the Public Shareholding Spread of a listed issuer is ten percent (10%) or less of its total listed shares (excluding treasury shares), an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall:

- (a) in the case where the offeror does not intend to maintain the listed issuer's listing status, suspend the trading in the listed corporation's securities immediately upon the expiry of five (5) market days from the date of the immediate announcement. Thereafter, in accordance to Paragraph 16.07 of the Listing Requirements, the listed corporation may withdraw its listing from the Official List of Bursa Securities; or
- (b) in the case where the offeror intends to maintain the listed issuer's listing status, suspend the trading in the listed corporation's securities immediately upon the expiry of thirty (30) market days from the date of the immediate announcement. The suspension will only be uplifted upon full compliance with the required Public Shareholding Spread or as may be determined by Bursa Securities.

It is the intention of the Offeror to maintain the listing status of Maica on the Main Market of Bursa Securities. In the event that the Offeror receives acceptances resulting in Maica becoming non-compliant with the Public Shareholding Spread, the board of directors of the Offeror will endeavour to place out a sufficient number of Maica Shares or procure Maica to carry out a subsequent corporate exercise in order to rectify the non-compliance with the Public Shareholding Spread within three (3) months from the Closing Date. Under such circumstances, Maica will continue to be traded on the Main Market of Bursa Securities. It should be noted that the number of Maica Shares to be placed out will increase in tandem with the quantum of acceptances received by the Offeror under the Offer.

In addition, if the Offeror receives acceptances under the Offer resulting in the Offeror and its PACs holding 90% or more of the issued and paid-up share capital of Maica, the Offeror **will not** procure Maica to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities in accordance with the Listing Requirements. Similarly, the board of directors of the Offeror will endeavour to place out a sufficient number of Maica Shares or procure Maica to carry out a subsequent corporate exercise in order to rectify the non-compliance with the Public Shareholding Spread within three (3) months from the Closing Date.

7. COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS

Section 222(1) of the CMSA provides that, subject to Section 224 of the CMSA, where a take-over offer by an offeror to acquire all the shares or all the shares in any particular class in an offeree has, within four (4) months after the making of the take-over offer, been accepted by the holders of not less than nine-tenths (9/10) in the nominal value of those shares (excluding shares already held at the date of the take-over offer by the offeror or persons acting in concert with it), the offeror may, at any time within two (2) months from the date the nine-tenths (9/10) of the nominal value of those shares have been achieved, give notice in the manner prescribed under the Code to any dissenting shareholder that it desires to acquire his or its shares together with a statutory declaration by the offeror or persons acting-in-concert with it that the conditions for giving of the notice are satisfied.

If the Offer has been accepted by the Holders of not less than nine-tenths (9/10) in the nominal value of the voting shares of Maica (excluding the Maica Shares already held by the Offeror and its PACs as at the Posting Date), **the Offeror does not intend to invoke Section 222 of the CMSA to compulsorily acquire any outstanding Offer Shares for which valid acceptances have not been received prior to the Closing Date.**

Notwithstanding the above, if TER receives acceptances from the Holders resulting in TER and its PACs holding not less than nine-tenths (9/10) in the nominal value of the existing issued and paid-up share capital of Maica on or before the Closing Date, a Dissenting Holder may exercise his or its rights, pursuant to Section 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire his/ her/ its Offer Shares on the same terms as set out in the Offer Document or such other terms as may be agreed upon by the Offeror and the Dissenting Holder concerned.

If the Dissenting Holder invokes the provisions of Section 223 of the CMSA for the compulsory acquisition of any remaining Offer Shares after the Offer, the Offeror shall acquire such Offer Shares in accordance with the provisions of the CMSA, subject to the provisions of Section 224 of the CMSA. In accordance with Section 224 of the CMSA, when a Dissenting Holder exercises his or its rights under Section 223 of the CMSA, the court may, on an application made by such Dissenting Holder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

8. FUTURE PLANS FOR MAICA GROUP AND ITS EMPLOYEES

As at the LPD, the Offeror's intentions for the period of twelve (12) months from the Closing Date are set out below:

8.1 Continuation of Maica Group's business

The Offeror does not have any plans to liquidate Maica, and intends to continue with the existing business of Maica Group which is manufacturing and trading of doors to complement the recent diversification of the core business of Maica Group to include property development. If the need arises, the Offeror shall review the existing business and operations of Maica Group in order to remain competitive within the industry and improve Maica Group's prospects for future growth.

The Offeror intends to maintain the listing status of Maica in the event the Offeror receives acceptances pursuant to the Offer resulting in the Offeror and its PACs holding more than 75% of the listed shares of Maica.

8.2 Major changes to Maica Group's business

The Offeror will review the operations of Maica immediately after the completion of the Offer to better understand the position of Maica. Subsequent to that, the Offeror will work together with the Board and management of Maica to decide on the future expansion plans of Maica which include, amongst others, the following:

- (i) Whether to redeploy the existing assets of Maica or to dispose any assets of Maica deemed as non-core business of Maica;
- (ii) To optimize the utilisation of the existing resources of Maica; and
- (iii) To expand the property development operations of Maica by procuring Maica to acquire additional viable land banks and/ or property development projects from third parties and/ or from the Offeror or persons connected to the Offeror, which may include any of those companies/assets held under Sunsuria group of companies*. However, no specific asset has been identified as at the LPD. Such acquisitions, if any, will be carried out after deliberation of the Board of Maica and in accordance with the listing requirements, regulations or relevant guidelines.

Note:

* *Datuk Ter is the controlling shareholder of the Sunsuria group of companies, a property developer in the Klang Valley.*

The Offeror will also from time to time review the businesses of Maica Group strategically, and where appropriate, implement the necessary changes to the corporate structure of Maica with a view to strengthen and grow Maica's property development business.

8.3 Employees of Maica Group

The Offeror does not have plans to dismiss or make redundant the employees of Maica Group as a direct consequence of the Offer. Any change with regards to staff employment may take place as a result of any rationalisation of business activities and/or to further improve efficiency of the operations of Maica Group.

As at the LPD, the Offeror has no knowledge of and has not entered into any negotiations, arrangements or understanding whatsoever with any third party with regards to any material change in Maica Group's businesses, assets or equity structure within the next twelve (12) months from the Closing Date.

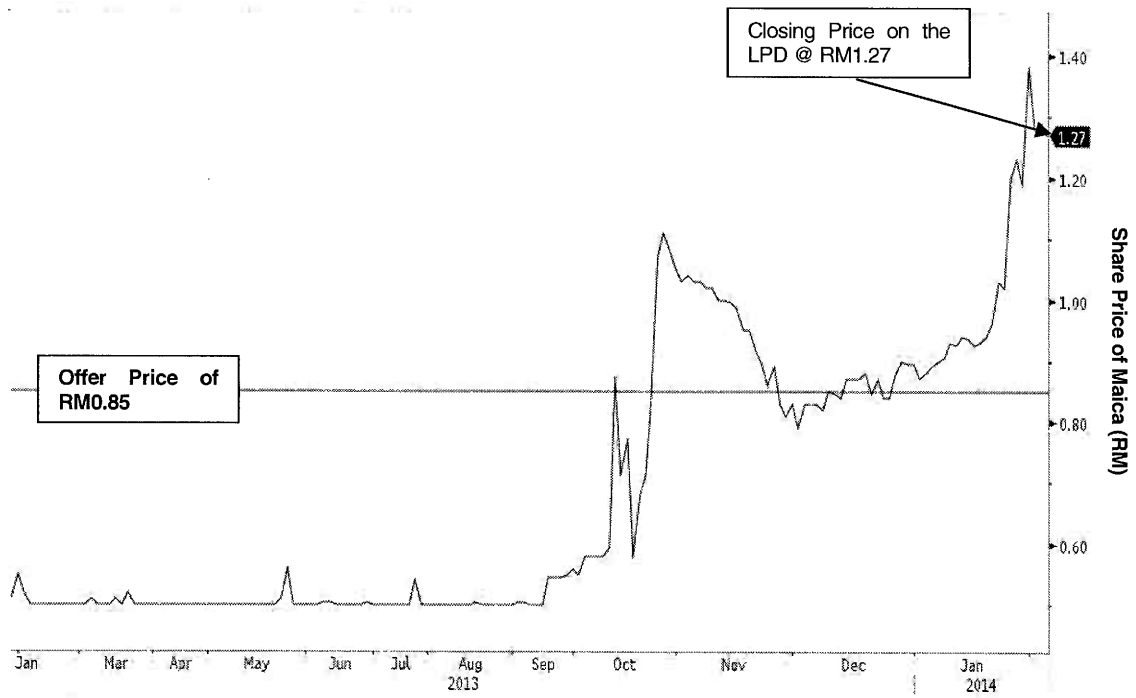
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9. FINANCIAL CONSIDERATIONS OF THE OFFER

You are advised to consider amongst others, the financial considerations set out below before making a decision on the Offer.

9.1 Historical market prices

The performance of Maica Shares for the past twelve (12) months up to the LPD is shown in the chart below:



(Source: Bloomberg)

As can be seen from the chart above, the Offer Price of **RM0.85** per Offer Share is at a discount of 33.07% to the market prices of Maica as traded on Bursa Securities on the LPD of RM1.27.

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9.2 Discount to market prices

The Offer Price represents a discount to the following market prices/VWAP of Maica Shares:

	Market Price / VWAP	Discount of the Offer Price over market price/ VWAP	
	RM	RM	%
Last traded market price of Maica Shares on the Last Trading Day	0.9400	(0.0900)	(9.57)
5-day VWAP of Maica Shares up to and including the Last Trading Day	0.9395	(0.0895)	(9.53)
1-month VWAP of Maica Shares up to and including the Last Trading Day	0.9132	(0.0632)	(6.92)
3-month VWAP of Maica Shares up to and including the Last Trading Day	0.9921	(0.1421)	(14.32)
6-month VWAP of Maica Shares up to and including the Last Trading Day	0.9714	(0.1214)	(12.50)

(Source: Bloomberg)

Based on the table above, the Offer Price represents a discount of between 6.92% and 14.32% based on the 5-day, 1-month, 3-month and 6-month VWAP, up to and including the Last Trading Day.

9.3 NA

The Offer Price represents the following P/B Multiple:

	NA per Maica Share	P/B Multiple ⁽¹⁾	P/B Multiple of the Offer ⁽²⁾
	(RM)	(times)	(times)
Audited consolidated NA per Maica Share as at 31 March 2013	0.54	1.20	1.57

(Source: Annual Report of Maica for the FYE 31 March 2013)

Notes:

(1) Based on the average closing price of RM0.65 per Maica Share which was extracted from Bloomberg for the past twelve (12) months up to the Last Trading Day.

(2) Based on the Offer Price of RM0.85.

Based on the table above, the P/B Multiple of the Offer is higher than the historical P/B Multiple of Maica Shares as at 31 March 2013 based on the average closing price of Maica Shares for the past twelve (12) months up to the Last Trading Day.

9.4 EPS

The Offer Price represents the following P/E Multiple:

	EPS	P/E Multiple ⁽¹⁾	P/E Multiple of the Offer ⁽²⁾
	(sen)	(times)	(times)
Audited consolidated net EPS of Maica as at 31 March 2013	0.75	86.67	113.33

(Source: Annual Report of Maica for the FYE 31 March 2013)

Notes:

- (1) Based on the average closing price of RM0.65 per Maica Share which was extracted from Bloomberg for the past twelve (12) months up to the Last Trading Day.
- (2) Based on the Offer Price of RM0.85.

Based on the table above, the P/E Multiple of the Offer is higher than the historical P/E Multiple of Maica Shares as at 31 March 2013 based on the average closing price of Maica Shares for the past twelve (12) months up to the Last Trading Day.

9.5 Trading volume

The average monthly trading volume of Maica Shares over the past twelve (12) months prior to the month in which the Notice was served are as follows:

	Volume traded
	No. of Maica Shares
2013	
January	155,100
February	78,900
March	107,700
April	57,100
May	288,700
June	38,800
July	102,400
August	145,800
September	199,700
October	6,252,500
November	3,221,500
December	340,900
Simple average⁽¹⁾	915,758
Free float⁽²⁾	96,920,187
% of monthly volume traded (based on simple average) over free float	0.945%

(Source: Bloomberg)

Notes:

- (1) The simple average monthly trading volume is computed by dividing the total monthly volume traded by twelve (12) months.
- (2) The free float of Maica Shares has been computed based on the issued and paid-up share capital of Maica as at 31 December 2013 after excluding the Maica Shares held directly by Tan Sri Dato' Tan Hua Choon, Tan Ching Ching and Wong Hok Yim, being the then substantial shareholders and directors of Maica, as at 31 December 2013.

Based on the table above, the simple average monthly trading volume of Maica Shares over the past twelve (12) months prior to the month in which the Notice was served was 915,758 Maica Shares, representing 0.7% and 0.9% of the total issued and paid-up share capital of Maica and free float of Maica Shares, respectively.

The Offer provides an opportunity for the Holders to unlock their investment in Maica Shares in an expeditious manner.

10. FURTHER INFORMATION

For further information, please refer to the attached Appendices which form part of this Offer Document.

11. RESPONSIBILITY STATEMENTS

The board of directors of TER confirms that they have seen this Offer Document and they have approved the issuance of this Offer Document. The board of directors of TER collectively and individually accept full responsibility for the accuracy of the information contained in this Offer Document and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other material facts, the omission of which would make any statement in this Offer Document false or misleading.

Information pertaining to Maica Group in this Offer Document has been obtained from publicly available information. Therefore, the responsibility of the board of directors of TER is to ensure that the information in respect of Maica Group is accurately reproduced in this Offer Document.

The Joint Advisers acknowledge that, based on all available information and to the best of their knowledge and belief, this Offer Document constitutes a full and true disclosure of all material facts concerning the Offer.

YOU SHOULD CONSIDER THE CONTENTS OF THIS OFFER DOCUMENT AS WELL AS THE INDEPENDENT ADVICE CIRCULAR TO BE ISSUED AND THE RECOMMENDATIONS THEREIN BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER.

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IF YOU INTEND TO ACCEPT THE OFFER, PLEASE COMPLETE AND RETURN THE ACCOMPANYING FORM OF ACCEPTANCE AND TRANSFER ACCORDING TO THE INSTRUCTIONS CONTAINED THEREIN.

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.

Yours faithfully,
For and on behalf of
RHB INVESTMENT BANK BERHAD

TAN MENG KIM
Director
Co-Head, Corporate Finance

JEREMY TAN YIP CHIAN
Director
Corporate Finance

For and on behalf of
ASTRAMINA ADVISORY SDN BHD (CMSL/A0226/2008)

WONG MUH RONG
Managing Director

NOTICE OF THE OFFER DATED 22 JANUARY 2014



By Hand

22 January 2014

The Board of Directors
Malaysia Aica Berhad
 8-3, Jalan Segambut
 Kuala Lumpur, 51200
 Malaysia

Dear Sirs,

NOTICE OF UNCONDITIONAL TAKE-OVER OFFER (“NOTICE”)

1. INTRODUCTION

- 1.1 On 22 January 2014, Ter Equity Sdn Bhd (“**TER**” or the “**Offeror**”) entered into an unconditional share sale agreement with Tan Sri Dato’ Tan Hua Choon, Tan Ching Ching, Tan Han Chuan and Wong Hok Yim to acquire an aggregate of 39,285,385 ordinary shares of RM0.50 each in Malaysia Aica Berhad (“**Maica**”) (“**Maica Shares**”) for an aggregate purchase consideration of RM33,392,577.25 (“**SSA**”) (“**Sale Shares**”) or RM0.85 per Maica Share to be settled fully in cash.
- 1.2 Upon completion of the SSA, the Offeror, together with Datuk Ter Leong Yap (“**Ultimate Offeror**”), and person acting in concert (“**PACs**”) with it will hold an aggregate of 79,354,585 Maica Shares, representing 50.11% of the issued and paid-up share capital of Maica.
- 1.3 As a consequence of the above, on behalf of TER, RHB Investment Bank Berhad (“**RHB Investment Bank**”) and Astramina Advisory Sdn Bhd (“**Astramina**”) wishes to notify the Board of Directors of Maica (“**Board**”) of the Offeror’s obligation to undertake an unconditional mandatory take-over offer to acquire all the remaining Maica Shares not already owned by the Offeror and its PACs (“**Offer Shares**”) for a cash consideration of **RM0.85 per Offer Share** (“**Offer**”).
- 1.4 The PACs with the Offeror for the Offer pursuant to Section 216 of the Capital Markets and Services Act, 2007 (“**CMSA**”) are as follows:
 - (a) Datuk Ter Leong Yap, being the spouse of Datin Kwan May Yuen, son of Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying. He is also a director and a substantial shareholder of TER;
 - (b) Datin Kwan May Yuen, being the spouse of Datuk Ter Leong Yap, daughter-in-law of Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying. She is also a director and a substantial shareholder of TER;

RHB Investment Bank Berhad
 (19663-P)
 Level 12, Tower 3
 RHB Centre
 Jalan Tun Razak
 50400 Kuala Lumpur

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Astramina Advisory Sdn Bhd
 (810705-K)
 Level 3, Menara Hap Seng
 Letter Box 53
 Jalan P. Ramlee
 50250 Kuala Lumpur

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)



- (c) Ter Hong Khim @ Tai Foong Chin, being the spouse of Ng Hon Yin @ Hwang Giok Ying, father of Datuk Ter Leong Yap, father-in-law of Datin Kwang May Yuen and a shareholder of TER; and
- (d) Ng Hon Yin @ Hwang Giok Ying, being the spouse of Ter Hong Khim @ Tai Foong Chin, mother of Datuk Ter Leong Yap, mother-in-law of Datin Kwan May Yuen and a shareholder of TER.

2. THE OFFER

- 2.1 On behalf of the Offeror, we hereby serve this Notice on you in accordance with Section 11 of the Malaysian Code on Take-overs and Mergers 2010 (“**Code**”), to acquire all the Maica Shares not already held by the Offeror and its PACs as at the date of this Notice for a cash consideration of **RM0.85 per Offer Share (“Offer Price”)**. This Offer is being made to each holder of the Offer Shares (“**Holder**”) for all his Offer Shares subject to the terms and conditions of the Offer.
- 2.2 Holders who wish to accept the Offer will have to refer to the procedures for acceptances which will be detailed in the document outlining the Offer (“**Offer Document**”) together with the accompanying Form of Acceptance and Transfer, to be posted to them in due course. The Offer is being made to each Holder for all his Offer Shares, upon the terms and subject to the conditions set out in Section 4 of this Notice.

3. INFORMATION ON THE OFFEROR, ULTIMATE OFFEROR AND ITS PACs

3.1 Information on TER

TER was incorporated in Malaysia under the Companies Act, 1965 (“**Act**”) on 13 January 2014 as a private limited company. The principal activity of TER is that of an investment holding company.

The authorised share capital of TER is RM400,000 comprising 400,000 ordinary shares of RM1.00 each (“**TER Shares**”), of which RM100.00 comprising 100 TER Shares have been issued and fully paid-up.

The substantial shareholders of TER as at the date of this Notice are as follows:

Name of substantial shareholders	Direct		Indirect	
	No. of TER Shares	%	No. of TER Shares	%
Datuk Ter Leong Yap	88	88.00	10 ⁽¹⁾	10.00
Datin Kwan May Yuen	10	10.00	-	-

Note:

- (1) Deemed interested via TER Shares held by Datin Kwan May Yuen, his wife, pursuant to Section 6A of the Act.



3.2 Information on Datuk Ter Leong Yap

Datuk Ter Leong Yap, a Malaysian aged 50, is the director and a major shareholder of TER. Datuk Ter Leong Yap graduated from University Malaya with Honors in Engineering. His involvement into the construction industry began with the incorporation of a construction and material handling equipment business back in 1989. Datuk Ter Leong Yap had since diversified his business interests to include property development and education. Over the years, he had garnered knowledge of property development and had incorporated and nurtured Sunsuria group of companies, to become a leading property developer in the Klang Valley.

Several notable present positions held by Datuk Ter Leong Yap include:

- (i) Deputy President of The Associated Chinese Chambers of Commerce and Industry of Malaysia (ACCCIM);
- (ii) President of the Chinese Chamber of Commerce & Industry of Kuala Lumpur & Selangor;
- (iii) Director of Bank of China (Malaysia) Bhd;
- (iv) Member (appointed by Ministry of International Trade and Industries) of the Malaysia-Singapore Business Council;
- (v) Ahli Lembaga Pengarah – University Kebangsaan Malaysia (UKM); and
- (vi) Honorary member of the Malaysia-China Business Council (MCBC).

3.3 Information on Datin Kwan May Yuen

Datin Kwan May Yuen, a Malaysian aged 48, is the spouse of Datuk Ter Leong Yap and daughter-in-law of Ter Hong Khim @ Tai Foong Chin and Ng Hon Yin @ Hwang Giok Ying. She is the director and a substantial shareholder of TER.

3.4 Information on Ter Hong Khim @ Tai Foong Chin

Ter Hong Khim @ Tai Foong Chin, a Malaysian aged 78, is the spouse of Ng Hon Yin @ Hwang Giok Ying, father of Datuk Ter Leong Yap, father-in-law of Datin Kwan May Yuen and a shareholder of TER.

3.5 Information on Ng Hon Yin @ Hwang Giok Ying

Ng Hon Yin @ Hwang Giok Ying, a Malaysian, aged 73, is the spouse of Ter Hong Khim @ Tai Foong Chin, mother of Datuk Ter Leong Yap, mother-in-law of Datin Kwan May Yuen and a shareholder of TER.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)

**4. TERMS AND CONDITIONS OF THE OFFER**

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the Securities Commission Malaysia (“SC”), are as follows:

4.1 Consideration for the Offer

The Offeror shall pay a cash consideration of **RM0.85** per Offer Share to all Holders who accept the Offer, in accordance with the terms to be set out in the Offer Document.

In the event that Maica declares, makes or pays any dividend and/or other distribution of any nature whatsoever on or after the date of this Notice but prior to the Closing Date (as defined in Section 4.6(a) below) and the Holders are entitled to retain such dividend and/or other distributions, the consideration for each Offer Share shall be reduced by the quantum of the net dividend and/or distributions which such Holder is entitled to retain.

The Holders may accept the Offer in respect of all or part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Offeror will not pay fractions of a sen, if any, to the Holders who accept the Offer (“**Accepting Holder(s)**”) and entitlements to the cash payment will be rounded down to the nearest whole sen.

The Offer Price is similar to the purchase price of RM0.85 per Sale Share acquired by the Offeror pursuant to the SSA, which is the highest price paid by TER for Maica Shares in the last six (6) months prior to the date of this Notice.

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NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)



4.2 Basis of arriving at the consideration for the Offer Shares

- (a) The Offer Price of RM0.85 per Offer Share represents a discount to the following market prices/ volume weighted average prices (“VWAP”) of Maica Shares:

	Market Price / VWAP		Discount of the Offer Price over market price/ VWAP	
	RM	RM	RM	%
Last traded market price of Maica Shares on 21 January 2014, being the last trading day before the date of the Notice	0.9400	(0.0900)		(9.57)
5-day VWAP of Maica Shares up to and including 21 January 2014, being the last trading day before the date of the Notice	0.9395	(0.0895)		(9.53)
1-month VWAP of Maica Shares up to and including 21 January 2014, being the last trading day before the date of the Notice	0.9132	(0.0632)		(6.92)
3-month VWAP of Maica Shares up to and including 21 January 2014, being the last trading day before the date of the Notice	0.9921	(0.1421)		(14.32)
6-month VWAP of Maica Shares up to and including 21 January 2014, being the last trading day before the date of the Notice	0.9714	(0.1214)		(12.50)

(Source: Bloomberg)

- (b) Price-to-earnings multiple and price-to-book multiple of 113.33* times and 1.57* times respectively based on the audited profit after taxation and non-controlling interest and net assets of Maica and its group of companies for the financial year ended (“FYE”) 31 March 2013.

Note:

* Computed based on the audited earnings per share and net assets per share of 0.75 sen and RM0.54 respectively, as disclosed in the annual report of Maica for the FYE 31 March 2013.

4.3 Conditions of the Offer

The Offer is not conditional upon any minimum number of valid acceptances of the Offer Shares being received.

4.4 Despatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document within twenty-one (21) days from the date of this Notice. An application for an extension of time will be made to the SC if the posting of the Offer Document is expected to be deferred beyond the requisite twenty-one (21) days.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)



Subject to Section 4.12(a) below, the Offer Document will be posted to the Board of Directors of Maica and all the Holders whose name appear in the Record of Depositors of Maica as at the latest practicable date prior to the date of posting of the Offer Document (“**Posting Date**”).

4.5 Warranty

The Offer Shares are to be acquired on the basis of an acceptance of the Offer by a Holder made in accordance with the provisions of the Offer Document. Such acceptances will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holders that the Offer Shares, to which such acceptance relates, are sold:

- (a) free from all moratoriums, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights and equities; and
- (b) with all rights, benefits and entitlements attaching thereto, including the rights to all dividends and/or any other distributions declared, paid or made on or after the date of this Notice.

4.6 Duration and revision of the Offer

Except insofar as the Offer is withdrawn by the Offeror with the consent of the SC and every person is released from any obligation incurred hereunder:

- (a) The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) for a period of not less than twenty-one (21) days from the Posting Date, or such later date(s) as RHB Investment Bank and Astramina may announce on behalf of the Offeror, unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligations incurred under the Offer (“**Closing Date**”).
- (b) Where a competing take-over offer is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.
- (c) If the Offer is revised after the Posting Date, it will remain open for acceptances for a period of at least fourteen (14) days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.
- (d) The Offer shall not be revised after the forty-sixth (46th) day from the Posting Date or the despatch of the competing offer document, if any.
- (e) Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by RHB Investment Bank and Astramina, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next expiry date of the Offer. Notices of such extension will be posted to the Holders accordingly.
- (f) As the Offer is not conditional upon any minimum level of acceptances, the Closing Date shall not be later than 14 April 2014.



4.7 Rights of withdrawal by an Accepting Holder

- (a) All acceptances of the Offer by a Holder shall be irrevocable. However, a Holder is entitled to withdraw his or its acceptance immediately if the Offeror fails to comply with any of the requirements set out in Section 4.10(a) of this Notice by the close of trading at Bursa Malaysia Securities Berhad ("**Bursa Securities**") on the market day after the day on which the Offer closes, revised or extended ("**Relevant Day**").
- (b) Notwithstanding Section 4.7(a) above, the SC may terminate the right of withdrawal above if the Offeror has complied with the requirements of Section 4.10(a) of this Notice within eight (8) days from the Relevant Day where the expiry of the eight (8) day period from the Relevant Day shall not fall after the sixtieth (60th) day from the Posting Date.

However, the right of any Holder who has already withdrawn his or its acceptance under Section 4.7(a) above shall not be prejudiced by the termination of such right of withdrawal by the SC.

4.8 Withdrawal of the Offer by the Offeror

The Offeror can only withdraw the Offer with the prior written approval of the SC.

4.9 Method and expected date of settlement

The settlement of the Offer Price will be effected via remittance in the form of cheques, bankers' drafts and/or cashier's orders which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at their own risk within ten (10) days from the date of receipt of the said acceptances which are valid and complete in all aspects in accordance with the terms and conditions set out in the Offer Document.

Other than the Offeror's rights to reduce the Offer Price as set out in Section 4.1 above, and except with the consent of the SC which would only be granted in certain circumstances in which all Holders were to be treated similarly, settlement of the consideration will be implemented in full, in accordance with the terms of the Offer without regard to any lien, right of set-off, counter-claim or other rights to which the Offeror may be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of the warranties set out in Section 4.5 above.

Any Holder(s) (including without limitation, custodians, nominees and trustees) who are citizens or nationals of, or residents in, or have registered addresses in jurisdictions outside Malaysia, or incorporated or registered with, or approved by any authority outside Malaysia or non-residents within the definition of the Exchange Control of Malaysia Notices issued by Bank Negara Malaysia ("**Non-Resident Holders**") are advised that settlement for acceptances of the Offer will be made in Ringgit Malaysia. Non-Resident Holders who wish to convert their consideration into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges levied by the respective financial institutions.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)

**4.10 Announcement of acceptances**

- (a) The Offeror shall inform the SC and Bursa Securities and simultaneously announce by way of press notice, before 9:00 a.m., on the Relevant Day, the following:
- (i) the position of the Offer, that is, whether the Offer is closed, revised or extended; and
 - (ii) the total number of Offer Shares:
 - (aa) for which acceptances of the Offer have been received after the Posting Date;
 - (bb) held by the Offeror and its PACs at the time of the Posting Date;
 - (cc) agreed to be acquired by the Offeror and its PACs during the offer period but after the Posting Date and specifying the percentage of the relevant classes of share capital represented by these figures; and
 - (dd) acquired by the Offeror and its PACs after the Posting Date and specifying the percentage of the relevant classes of share capital represented by these figures.
- (b) In computing the acceptances of the Offer for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.
- (c) References to the making of an announcement or the giving of notice by the Offeror include the following:
- (i) release of an announcement by RHB Investment Bank and Astramina or the Offeror's advertising agent(s) to the press; and/or
 - (ii) delivery of or transmission by facsimile or Bursa LINK of an announcement to Bursa Securities.
- (d) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

4.11 Purchases in the open market

Should the Offeror purchase or agree to purchase any Offer Shares during the offer period at a consideration that is higher than the Offer Price, the Offeror shall increase the cash consideration for the Offer to be not less than the highest price (excluding stamp duty and commission) for the Offer Shares that the Offeror has purchased or agreed to purchase during the offer period.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)

**4.12 General**

- (a) All communications, notices, documents and payments to be delivered or despatched to the Holders or their designated agents will be despatched by ordinary mail to the Holders' registered Malaysian addresses last maintained with Bursa Depository at their own risk. Foreign shareholders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event the Offer Document shall be made available on the website of Bursa Securities at <http://www.bursamalaysia.com> upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

- (b) The Offer and all acceptances received under the Offer will be construed under and governed by Malaysian laws. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.
- (c) The Form of Acceptance and Transfer accompanying the Offer Document will contain the following:
- (i) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees;
 - (ii) instructions to complete the Form of Acceptance and Transfer; and
 - (iii) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror.

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- (d) All costs and expenses of or incidental to the preparation and posting of the Offer Document (other than professional fees and other costs relating to the Offer incurred by Maica) will be borne by the Offeror. Malaysian stamp duty and Malaysian transfer fees, if any, resulting from acceptances of the Offer will be borne by the Accepting Holders. For avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of a levy for the repatriation of capital or income tax shall not be borne by the Offeror.
- (e) The accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.
- (f) Holders may accept the Offer made to them in respect of all or part of their Offer Shares. The acceptances received from the Holders shall not exceed its/his/her total holding of the Offer Shares, failing which the Offeror has the right to treat such acceptances as invalid.



5. RATIONALE FOR THE OFFER

The Offer is made as a consequence of the execution of the unconditional SSA in relation to the acquisition of the Sale Shares by the Offeror resulting in the increase of TER and its PACs' direct and indirect shareholdings in Maica to more than 33% and is made pursuant to Section 218 (2) of the CMSA and Paragraph 9(1), Part III of the Code.

6. LISTING STATUS OF MAICA AND COMPULSORY ACQUISITION

6.1 Listing status of Maica

Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**") states that a listed issuer must ensure that at least twenty-five (25%) of its total listed shares are in the hands of public shareholders as part of its continuing listing obligations. Bursa Securities may accept a percentage lower than twenty-five percent (25%) of the total number of listed shares if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.

A listed issuer which fails to maintain the required shareholding spread may request for an extension of time to rectify the situation. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and suspend trading in the securities of the listed issuer pursuant to Paragraphs 16.02 and 16.19 of the Listing Requirements.

In relation to a take-over offer for the acquisition of the listed shares of a listed corporation pursuant to the Code, where the public shareholding spread of a listed issuer is ten percent (10%) or less of its total listed shares (excluding treasury shares), an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall:

- (a) in the case where the Offeror does not intend to maintain the listed issuer's listing status, suspend the trading in the listed corporation's securities immediately upon the expiry of five (5) market days from the date of the immediate announcement. Thereafter, in accordance to Paragraph 16.07 of the Listing Requirements, the listed corporation may withdraw its listing from the Official List of Bursa Securities; or
- (b) in the case where the Offeror intends to maintain the listed issuer's listing status, suspend the trading in the listed corporation's securities immediately upon the expiry of thirty (30) market days from the date of the immediate announcement. The suspension will only be uplifted upon full compliance with the required public shareholding spread or as may be determined by Bursa Securities.

It is the intention of the Offeror to maintain the listing status of Maica. In the event that the Offeror receives acceptances resulting in the public shareholding spread of Maica becoming non-compliant with Paragraph 8.02(1) of the Listing Requirements ("**Non-Compliance With Public Shareholding Spread**"), the Offeror will endeavour to place out a sufficient number of Maica Shares or procure Maica to carry out a subsequent corporate exercise in order to rectify the Non-Compliance with Public Shareholding Spread within three (3) months from the Closing Date. Under such circumstances, Maica will continue to be traded on the Main Market of Bursa Securities. It should be noted that the number of Maica Shares to be placed out will increase in tandem with the quantum of acceptances received by the Offeror under the Offer.



In addition, if the Offeror receives acceptances under the Offer resulting in the Offeror and its PACs holding 90% or more of the issued and paid-up share capital of Maica, the Offeror **will not** procure Maica to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities in accordance with the Listing Requirements. Similarly, the Board of Directors of the Offeror will endeavour to place out a sufficient number of Maica Shares or procure Maica to carry out a subsequent corporate exercise in order to rectify the Non-Compliance with Public Shareholding Spread within three (3) months from the Closing Date.

6.2 Compulsory acquisition

Section 222(1) of the CMSA provides that, subject to Section 224 of the CMSA, where a take-over offer by an Offeror to acquire all the shares or all the shares in any particular class in an Offeree has, within four (4) months after the making of the take-over offer, been accepted by the holders of not less than nine-tenths (9/10) in the nominal value of those shares (excluding shares already held at the date of the take-over offer by the Offeror or persons acting in concert with it), the Offeror may, at any time within two (2) months after nine-tenths (9/10) of the nominal value of those shares have been achieved, give notice in the manner prescribed under the Code to any dissenting shareholder that it desires to acquire his or its shares together with a statutory declaration by the Offeror or persons acting-in-concert with it that the conditions for giving of the notice are satisfied.

If the Offer has been accepted by the Holders of not less than nine-tenths (9/10) in the nominal value of the voting shares of Maica (excluding the Maica Shares already held by the Offeror and its PACs as at the Posting Date), **the Offeror does not intend to invoke Section 222 of the CMSA to compulsorily acquire any outstanding Offer Shares for which valid acceptances have not been received prior to the Closing Date.**

Notwithstanding the above, if TER receives acceptances from the Holders resulting in TER and its PACs holding not less than nine-tenths (9/10) in the nominal value of the existing issued and paid-up share capital of Maica on or before the Closing Date, a Holder who has not accepted the Offer ("**Dissenting Holder**") may exercise his or its rights, pursuant to Section 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire his/ her/ its Offer Shares on the same terms as set out in the Offer Document or such other terms as may be agreed upon by the Offeror and the Dissenting Holder concerned.

If the Dissenting Holder invokes the provisions of Section 223 of the CMSA for the compulsory acquisition of any remaining Offer Shares after the Offer, the Offeror shall acquire such Offer Shares in accordance with the provisions of the CMSA, subject to the provisions of Section 224 of the CMSA. In accordance with Section 224 of the CMSA, when a Dissenting Holder exercises his or its rights under Section 223 of the CMSA, the court may, on an application made by such Dissenting Holder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)

**7. DISCLOSURE OF INTERESTS IN MAICA**

In accordance with Sections 11(9)(d) and 11(9)(e) of the Code, the Offeror and its PACs hereby disclose the following:

- (a) as at the date of the notice, save as disclosed below, the Offeror and its PACs do not have any interest, whether direct or indirect in Maica:

Name	Direct		Indirect	
	No. of Maica Shares	%	No. of Maica Shares	%
Datuk Ter Leong Yap	33,728,000	21.30	45,626,585 ⁽¹⁾	28.81
TER	6,341,200	4.00	39,285,385 ⁽²⁾	24.81
Datin Kwan May Yuen	-	-	-	-
Ter Hong Khim @ Tai Foong Chin	-	-	-	-
Ng Hon Yin @ Hwang Giok Ying	-	-	-	-

Notes:

(1) Deemed interested through TER pursuant to Section 6A of the Act.

(2) Deemed interested pursuant to Section 6A(6)(b) of the Act pending transfer of the Sale Shares to TER.

- (b) as at the date of this Notice, the Offeror has not received any irrevocable undertaking from any Holders to accept the Offer;
- (c) as at the date of this Notice, the Offeror and/or its PACs have not entered into any option to acquire additional Maica Shares; and
- (d) as at the date of this Notice, the Offeror and its PACs are not aware of any existing or proposed agreement, arrangement or understanding in relation to the Offer Shares between the Offeror and its PACs with any of the Holders.

8. FINANCIAL RESOURCES OF THE OFFEROR

The Offeror confirms that the Offer would not fail due to insufficient financial capability of TER and that every Accepting Holder will be paid in full by cash.

RHB Investment Bank and Astramina, as the joint advisers to the Offeror in relation to the Offer, are reasonably satisfied that there are sufficient financial resources available to the Offeror such that the Offer would not fail due to insufficient capability of the Offeror and that every Accepting Holder will be paid in full by cash.

9. RESPONSIBILITY STATEMENT

The board of directors of TER has seen this Notice and has approved the issuance of this Notice. They collectively and individually accept full responsibility for the accuracy of the information contained in this Notice and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other material facts, the omission of which would make any statement in this Notice false or misleading.

NOTICE OF THE OFFER DATED 22 JANUARY 2014 (Cont'd)



10. PUBLIC RELEASE

In accordance with the provisions of the Code, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

We would appreciate if you could acknowledge receipt of this Notice by signing and returning to us the duplicate copy of this Notice.

Yours faithfully,
For and on behalf of
RHB INVESTMENT BANK BERHAD

TOMMY HAR
Director
Co-Head, Corporate Finance

JEREMY TAN YIP CHIAN
Director
Corporate Finance

Yours faithfully,
For and on behalf of
ASTRAMINA ADVISORY SDN BHD (CMSL/A0226/2008)

WONG MUH RONG
Managing Director

c.c. *Ter Equity Sdn Bhd (Attention to: Datuk Ter Leong Yap)*

TO: RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD

We, Malaysia Aica Berhad, hereby acknowledge receipt of this Notice dated 22 January 2014.

For and on behalf of the Board of Directors of **Malaysia Aica Berhad**

Signature	:	
Name	:	<u>LIM LAI SAM</u>
Designation	:	<u>COMPANY SECRETARY</u>
Date	:	<u>22-1-2014</u>

TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:

1. CONSIDERATION FOR THE OFFER

The Offeror shall pay a cash consideration of **RM0.85** per Offer Share to all Holders who accept the Offer, in accordance with the terms to be set out in the Offer Document.

In the event that Maica declares, makes or pays any dividend and/or other Distribution whatsoever on or after the date of the Notice and the Holders are entitled to retain such dividend and/or other Distributions, the Offer Price shall be reduced by the quantum of the net dividend and/or other Distributions which such Holder is entitled to retain.

Holders may accept the Offer in respect of all or part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Offeror will not pay fractions of a sen, if any, to the Holders who accept the Offer and entitlements to the cash payment will be rounded down to the nearest whole sen.

The Offer Price is similar to the purchase price of RM0.85 per Sale Shares acquired pursuant to the SSA, which is the highest price paid by TER for Maica Shares in the last six (6) months prior to the Offer Period.

2. CONDITIONS OF THE OFFER

The Offer is unconditional as the Offeror and its PACs hold in aggregate more than 50% of the voting shares of Maica.

3. WARRANTIES

The Offer Shares are to be acquired on the basis of an acceptance of the Offer by a Holder made in accordance with the provisions of the Offer Document. Such acceptances will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holders that the Offer Shares, to which such acceptance relates, are sold:

- (a) free from all moratoriums, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights and equities; and
- (b) with all rights, benefits and entitlements attaching thereto, including the rights to all dividends and/or any other Distributions declared, paid or made on or after the date of the Notice.

TERMS AND CONDITIONS OF THE OFFER (Cont'd)

4. DURATION AND REVISION OF THE OFFER

Except insofar as the Offer is withdrawn by the Offeror with the consent of the SC and every person is released from any obligation incurred hereunder:

- (a) The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) for a period of not less than twenty-one (21) days from the Posting Date, or such later date as the Joint Advisers may announce on behalf of the Offeror, unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligations incurred under the Offer.
- (b) Where a competing take-over offer is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.
- (c) If the Offer is revised after the Posting Date, the Offeror will:
 - (i) announce such revision to the public in a press notice and to Bursa Securities in writing;
 - (ii) post the written notification of the revised take-over offer to all Holders, including all the Holders who have previously accepted the Offer; and
 - (iii) keep the take-over offer open for acceptances for a period of at least fourteen (14) days from the date of posting of the written notification of the revision to all Holders.

Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.

- (d) If the Offer is revised after the Posting Date, it will remain open for acceptances for a period of at least fourteen (14) days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.
- (e) The Offer shall not be revised after the forty-sixth (46th) day from the Posting Date or the despatch of the competing offer document, if any.
- (f) Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by the Joint Advisers on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next expiry date of the Offer. Notices of such extension will be posted to the Holders accordingly.
- (g) As the Offer is not conditional upon any minimum level of acceptances, the Closing Date shall not be later than 14 April 2014.

5. RIGHTS OF WITHDRAWAL BY AN ACCEPTING HOLDER

- (a) All acceptances of the Offer by a Holder shall be irrevocable. However, a Holder is entitled to withdraw his or its acceptance immediately if the Offeror fails to comply with any of the requirements set out in Section 7(a) of this Appendix by the close of trading on Bursa Securities on the Relevant Day.
- (b) Notwithstanding Section 5(a) above, the SC may terminate the right of withdrawal above if the Offeror has complied with the requirements of Section 7(a) of this Appendix within eight (8) days from the Relevant Day where the expiry of the eight (8) day period from the Relevant Day shall not fall after the sixtieth (60th) day from the Posting Date.

TERMS AND CONDITIONS OF THE OFFER (Cont'd)

However, the right of any Holder who has already withdrawn his or its acceptance under Section 5(a) above shall not be prejudiced by the termination of such right of withdrawal by the SC.

6. WITHDRAWAL OF THE OFFER BY THE OFFEROR

The Offeror can only withdraw the Offer with the prior written approval of the SC.

7. ANNOUNCEMENT OF ACCEPTANCES

- (a) The Offeror shall inform the SC and Bursa Securities and simultaneously announce by way of press notice, before 9:00 a.m., on the Relevant Day, the following:
 - (i) the position of the Offer, that is, whether the Offer is closed, revised or extended; and
 - (ii) the total number of Offer Shares:
 - (aa) for which acceptances of the Offer have been received after the Posting Date;
 - (bb) held by the Offeror and its PACs at the time of the Posting Date;
 - (cc) agreed to be acquired by the Offeror and its PACs during the Offer Period but after the Posting Date and specifying the percentage of the relevant classes of share capital represented by these figures; and
 - (dd) acquired by the Offeror and its PACs after the Posting Date and specifying the percentage of the relevant classes of share capital represented by these figures.
- (b) In computing the acceptances of the Offer for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.
- (c) References to the making of an announcement or the giving of notice by the Offeror include the following:
 - (i) release of an announcement by the Joint Advisers or the Offeror's advertising agent to the press; and/or
 - (ii) delivery of or transmission by facsimile or Bursa LINK of an announcement to Bursa Securities.
- (d) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

8. PURCHASES DURING THE OFFER PERIOD

Should the Offeror purchase or agree to purchase any Offer Shares during the Offer Period at a consideration that is higher than the cash consideration as stated in **Section 1** above, the Offeror shall increase the cash consideration for the Offer to be not less than the highest price (excluding stamp duty and commission) for the Offer Shares that the Offeror has purchased or agreed to purchase during the Offer Period.

TERMS AND CONDITIONS OF THE OFFER (Cont'd)

9. GENERAL

- (a) All communications, notices, documents and payments to be delivered or despatched to the Holders or their designated agents will be despatched by ordinary mail to the Holders' registered Malaysian addresses last maintained with Bursa Depository at their own risk. Foreign shareholders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event the Offer Document shall be made available on the website of Bursa Malaysia Berhad at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

- (b) The Offer and all acceptances received under the Offer will be construed under and governed by Malaysian laws. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.
- (c) The Form of Acceptance and Transfer accompanying the Offer Document will contain the following:
- (i) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees;
 - (ii) instructions to complete the Form of Acceptance and Transfer; and
 - (iii) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror.

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- (d) All costs and expenses of or incidental to the preparation and posting of the Offer Document (other than professional fees and other costs relating to the Offer incurred by Maica) will be borne by the Offeror. Malaysian stamp duty and Malaysian transfer fees, if any, resulting from acceptances of the Offer will be borne by the Accepting Holders. For avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of a levy for the repatriation of capital or income tax shall not be borne by the Offeror.
- (e) The accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.
- (f) Holders may accept the Offer made to them in respect of all or part of their Offer Shares. The acceptances received from the Holders shall not exceed its/his/her total holding of the Offer Shares, failing which the Offeror has the right to treat such acceptances as invalid.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT

1. PROCEDURES FOR ACCEPTANCE

1.1 Sections 1.1(a) to 1.1(c) below set out the steps required to be taken by you (either individuals or corporations) to accept the Offer.

(a) Step 1: Obtain transfer documents

- (i) The Form of Acceptance and Transfer is enclosed with this Offer Document. You can also obtain a copy from the Registrar, whose contact details are set out in **Section 1.10** below. You may also download the Form of Acceptance and Transfer from the website of Bursa Malaysia Berhad at www.bursamalaysia.com.
- (ii) Obtain the Bursa Depository Transfer of Securities Request Form (FTF010) ("**Bursa Depository Transfer Form**") from your ADA/ADM. You may also download the Bursa Depository Transfer Form from the website of Bursa Malaysia Berhad at www.bursamalaysia.com.

(b) Step 2: Fill up transfer documents

Offer Shares already credited into your CDS account	Offer Shares purchased before the Closing Date but not yet credited into your CDS account as at the Closing Date ⁽¹⁾
<ul style="list-style-type: none"> (i) Complete and sign the Form of Acceptance and Transfer.⁽²⁾ (ii) Complete and sign the Bursa Depository Transfer Form according to the instructions printed on the reverse side of the Bursa Depository Transfer Form. 	Complete and sign the Form of Acceptance and Transfer. ⁽²⁾

Notes:

- (1) *If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account as at the Closing Date, please obtain the contract note from your ADA as evidence of your beneficial ownership to the Offer Shares as at the Closing Date. You would need to forward the contract note to the Registrar and follow the procedures set out in **Section 1.1(c)** of this Appendix III if you wish to accept the Offer.*
- (2) *If you are a corporation, you must affix your common seal which must be witnessed in accordance with your Articles of Association or other regulations and signed on your behalf by an authorised officer or attorney.*

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PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

(c) Step 3: Lodging of transfer documents

Offer Shares already credited into your CDS account	Offer Shares purchased before the Closing Date but not yet credited into your CDS account as at the Closing Date
<p>(i) Lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM on any Market Day prior to the Closing Date. The transfer request shall be submitted by 4.00 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository.</p> <p>(ii) Send the following to the Registrar at the address shown in Section 1.10 below, by the Closing Date:</p> <p>(a) the completed and signed Form of Acceptance and Transfer; and</p> <p>(b) the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM.</p>	<p>(i) Lodge the completed and signed Form of Acceptance and Transfer and the contract note as evidence of beneficial ownership with the Registrar at the address shown in Section 1.10 below by 5.00 p.m. (Malaysian time) on the Closing Date.</p> <p>(ii) Once the Offer Shares have been credited into your CDS account, complete and sign the Bursa Depository Transfer Form according to the instructions printed on the reverse side of the Bursa Depository Transfer Form and lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM on any Market Day prior to the Closing Date. The transfer request shall be submitted by 4.00 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository.</p> <p>(iii) Send, within fourteen (14) days from the Closing Date, the Depositor's Copy of the Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the address shown in Section 1.10 below.</p> <p>The Offeror has the right to treat your acceptance as invalid if the Depositor's Copy of the Bursa Depository Transfer Form is not received by the Registrar within fourteen (14) days from the Closing Date.</p>

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

- 1.2 If you intend to accept the Offer and if for any reason your Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document of title is/are not readily available or lost, you should nevertheless complete and send the Form of Acceptance and Transfer to the Registrar for the Offer at the address shown in **Section 1.10** of this Appendix by 5.00 p.m. (Malaysian time) on the Closing Date, and you should arrange to forward within fourteen (14) days from the Closing Date, the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document of title to the Registrar for the Offer.

In such event, the settlement of the consideration in respect of the acceptance of the Offer will not be despatched until the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document of title have been received within the aforesaid period of fourteen (14) days and are confirmed to be in order in all respects, failing which the Offeror has the right to treat such acceptance as invalid.

- 1.3 You do not need to take any action if you decide not to accept the Offer.
- 1.4 No acknowledgement of the receipt of the Form of Acceptance and Transfer (or the Depositor's Copy of the Bursa Depository Transfer Form or other document of title or the relevant contract note) will be issued. All acceptances and accompanying documents sent by post are at your own risk.
- 1.5 If you fail to comply with any of the terms or conditions set out in this **Appendix III** or in the Form of Acceptance and Transfer, the Offeror may, at its discretion, elect to consider whether or not you have accepted the Offer. The decision of the Offeror is final and binding.
- 1.6 You may obtain additional copies of this Offer Document and the accompanying Form of Acceptance and Transfer from the office of the Registrar as provided in **Section 1.10** below during normal business hours, i.e. from 8.30 a.m. to 5.30 p.m. (Malaysian time) on Mondays to Fridays (excluding public holidays), from the Posting Date up to the Closing Date.
- 1.7 You should address all enquiries concerning the acceptance procedures for this Offer to the Registrar at the address or contact numbers stated in **Section 1.10** below.
- 1.8 Under Section 14(1) of the SICDA, Bursa Securities has prescribed Maica Shares as securities required to be deposited into the CDS. Therefore, all dealings in the Offer Shares that have been deposited into the CDS will be carried out in accordance with the SICDA and Rules of Bursa Depository.
- 1.9 In the event that the Offer is withdrawn, the relevant documents lodged by you shall be returned within fourteen (14) days from the later of the date the Offer is withdrawn or the date of receipt of the relevant documents.
- 1.10 The details of the Registrar, whose normal business hours are from 8.30 a.m. to 5.30 p.m. (Malaysian time) on Mondays to Fridays (excluding public holidays), are as follows:

Tricor Investor Services Sdn Bhd
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur, Malaysia

Tel: (03) 2264 3883
Fax: (03) 2282 1886

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

2. METHOD OF SETTLEMENT

- 2.1 The settlement of the consideration for the Offer will be effected via remittance in the form of cheques, banker's drafts and/or cashier's orders which will be dispatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) in respect of valid acceptances at the Accepting Holders' registered Malaysian addresses last maintained with Bursa Depository, at their own risk within ten (10) days from the date of receipt of the valid acceptances.

This is provided that all such acceptances are deemed by the Offeror to be complete and valid in all respects in accordance with the terms and conditions set out in the Offer Document.

- 2.2 Other than the Offeror's rights to reduce the consideration for the Offer as set out in **Section 2.1** in this Offer Document, and except with the consent of the SC which would only be granted in certain circumstances in which all Holders were to be treated similarly, settlement of the consideration will be implemented in full, in accordance with the terms of the Offer without regard to any lien, right of set-off, counter-claim or other rights to which the Offeror may be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of the warranties set out in **Section 3 of Appendix II** in this Offer Document.

- 2.3 Any Holders (including without limitation, custodians, nominees and trustees) who are citizens or nationals of, or residents in, or have registered addresses in jurisdictions outside Malaysia, or incorporated or registered with, or approved by any authority outside Malaysia or Non-Residents Holders are advised that settlement for acceptances of the Offer will be made in RM. Non-Resident Holders who wish to convert their consideration into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges levied by the respective financial institutions.

- 2.4 Invalid acceptances will be returned by ordinary mail at the Holders' own risk within fourteen (14) days after the Closing Date or, where applicable, within fourteen (14) days of receipt of the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and/or other document of title, whichever is later.

3. NON-RESIDENT HOLDER

All references to "you" in this Section are to a Non-Resident Holder.

This Offer Document and/or the Form of Acceptance and Transfer and/or any other Offer related documentation have not been (and will not be) sent to the Non-Resident Holders who do not have a registered Malaysian address. If you are a Non-Resident Holder and you wish to receive this Offer Document and the accompanying Form of Acceptance and Transfer, you may provide a registered Malaysian address to the Registrar for the Offer for the delivery of this Offer Document and the accompanying Form of Acceptance and Transfer. Non-Resident Holders may also collect this Offer Document and the accompanying Form of Acceptance and Transfer from the Registrar for the Offer. The Offeror will not make or be bound to make any enquiry as to whether the Non-Resident Holders have a registered address in Malaysia.

Details of the Registrar for the Offer can be found in **Section 1.10** of this Appendix.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

3.1 Responsibility of Non-Resident Holders

- (a) The making of the Offer to you may be affected by the laws or regulations of the relevant jurisdiction of your residence. You should keep yourself informed about and observe any applicable legal requirements in your relevant jurisdiction.
- (b) The Offer is being made for all the Offer Shares and is being made in Malaysia, as well as any other jurisdiction where the Offer is capable of being lawfully made in compliance with local laws or regulations.
- (c) You may not treat this Offer Document and/or the Form of Acceptance and Transfer and/or any other Offer related documentation as an invitation or offer to sell your securities or participate in the Offer in any jurisdiction other than Malaysia.
- (d) If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full observance of the laws of your relevant jurisdiction and in Malaysia. You are also responsible for obtaining any governmental or other consents which may be required, and complying with the necessary formalities and legal and regulatory requirements.
- (e) You will be responsible for the payment of any transfer fee or tax or other requisite payments due in such jurisdictions. The Offeror, the Registrar and we shall be entitled to be fully indemnified and held harmless by you for any transfer fee or tax or other payments which you may be required to pay.
- (f) You should consult your professional advisers in the relevant jurisdiction on compliance with legal and other applicable requirements. In accepting the Offer, you represent and warrant to the Offeror, the Registrar and us on the following:
 - (i) that you are in full observance of the laws of your relevant jurisdiction;
 - (ii) that you have not received copies or originals of this Offer Document, the Form of Acceptance and Transfer or any other Offer related documentation in, into or from a Restricted Jurisdiction;
 - (iii) that you have not, in connection with the Offer or the execution or delivery of the Form of Acceptance and Transfer, utilised, directly or indirectly, the mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
 - (iv) that you are accepting the Offer from outside a Restricted Jurisdiction and are in full compliance with all necessary formalities and legal requirements of your relevant jurisdiction; and
 - (v) that you would not cause the Offeror, the Registrar and us to be in breach of the laws of your relevant jurisdiction.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

3.2 Treatment of this Offer Document and/or the Form of Acceptance and Transfer in relation to Non-Resident Holders

- (a) The release, publication or distribution of this Offer Document, the Form of Acceptance and Transfer and any other Offer related documentation in any jurisdiction other than Malaysia may be affected by the laws or regulations of relevant jurisdictions. You should keep yourself informed about and observe any applicable legal requirements in your relevant jurisdiction.
- (b) The Offer is not being extended, and will not be extended directly or indirectly, in or into, or by use of mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within such Restricted Jurisdiction (unless otherwise determined by the Offeror). Accordingly, copies of this Offer Document, the Form of Acceptance and Transfer and any other Offer related documentation are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction.
- (c) You (including without limitation, your custodians, nominees and trustees) must not, in connection with the Offer, distribute or send this Offer Document, the Form of Acceptance and Transfer and/or any other Offer related documentation into any Restricted Jurisdiction. If you or your agent nominee receives this Offer Document, the Form of Acceptance and Transfer and/or any other Offer related documentation in a Restricted Jurisdiction where it would or might be in contravention of local laws and regulations, the Offer may be deemed invalid and may not be accepted.
- (d) Your acceptance may be invalid and disregarded unless you have fully complied with the laws of your relevant jurisdiction. If you forward this Offer Document, the Form of Acceptance and Transfer and/or any other Offer related documentation into any Restricted Jurisdiction, whether because of a contractual or legal obligation or otherwise, you must inform the recipient of the contents of this section. The Offeror reserve the right to reject a purported acceptance of the Offer from any Non-Resident Holder in any such Restricted Jurisdiction.

3.3 The Offeror's reservation of rights over acceptance by a Non-Resident Holders

The Offeror reserves the right, in its absolute discretion, to treat any acceptance as invalid if it believes such acceptance may violate applicable legal or regulatory requirements. However, the Offeror reserves the right to permit your acceptance of the Offer in circumstances where the Offeror is satisfied that your acceptance will not constitute a breach of any securities or other relevant legislation or impose any obligation on the Offeror not contemplated by the Offer.

3.4 Procedure for acceptance for Non-Resident Holders

Subject to **Sections 3.1 to 3.3** of this Appendix, the procedures for acceptance of the Offer set out in **Section 1** of this Appendix shall also apply to you.

3.5 Method of settlement for Non-Resident Holders

The method of settlement set out in **Section 2** above also applies to you if you have accepted the Offer and the settlement shall be made in RM.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

This Offer is made in compliance with the laws of Malaysia only. As such, this Offer Document together with the Form of Acceptance and Transfer only comply with Malaysian laws. The Joint Advisers, the Registrar and the Offeror, shall not accept any responsibility or liability in the event that any acceptance of the Offer by a Non-Resident Holder is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions outside Malaysia.

Non-Resident Holders should therefore immediately consult their professional advisers in relation to the observance of the above and any other applicable laws. The Non-Resident Holders shall be responsible for payment of any fee or commission that may be required in connection with their acceptance of the Offer or remittance of any amount due to them and shall keep the Offeror, the Registrar and the Joint Advisers indemnified for the payment of such fee or commission. Please refer to Section 3 of this Appendix for further information.

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INFORMATION ON THE OFFEROR

1. HISTORY AND PRINCIPAL ACTIVITIES

TER was incorporated in Malaysia under the Act on 13 January 2014 as a private limited company.

The principal activity of TER is that of an investment holding company.

2. SHARE CAPITAL

As at the LPD, the authorised and issued and paid-up share capital of TER are as follows:

	No. of TER Shares	Par value RM	Amount RM
Authorised	400,000	1.00	400,000
Issued and fully paid-up	100	1.00	100

3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the substantial shareholders of TER and their respective interests are as follows:

Substantial shareholder	Direct		Indirect	
	No. of TER Shares held	%	No. of TER Shares held	%
Datuk Ter	88	88.00	10 ⁽¹⁾	10.00
Datin Kwan May Yuen	10	10.00	-	-

Note:

(1) Deemed interested via TER Shares held by Datin Kwan May Yuen, his wife, pursuant to Section 6A of the Act.

4. DIRECTORS

As at the LPD, the Directors of TER and their respective interests are as follows:

Name	Nationality	Direct		Indirect	
		No. of TER Shares held	%	No. of TER Shares held	%
Datuk Ter	Malaysian	88	88.00	10 ⁽¹⁾	10.00
Datin Kwan May Yuen	Malaysian	10	10.00	-	-

Note:

(1) Deemed interested via TER Shares held by Datin Kwan May Yuen, his wife, pursuant to Section 6A of the Act.

INFORMATION ON THE OFFEROR (Cont'd)

5. SUBSIDIARY AND ASSOCIATED COMPANY

Save for the Maica Group as disclosed in **Appendix V** in this Offer Document, as at the LPD, TER does not have any subsidiary and associated company.

6. PROFIT AND DIVIDEND RECORD

As TER was only incorporated on 13 January 2014, the profit and dividend record of TER is not available as at the LPD.

7. STATEMENT OF ASSETS AND LIABILITIES

As TER was only incorporated on 13 January 2014, the statement of assets and liabilities of TER is not available as at the LPD.

8. DETAILS OF PURCHASES OF TER'S OWN VOTING SHARES, VOTING RIGHTS OR CONVERTIBLE SECURITIES

TER has not, during the six (6) month period prior to the date of the Notice up until the LPD, purchased its own voting shares, voting rights or convertible securities.

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INFORMATION ON MAICA

(Based on publicly available sources)

1. HISTORY AND PRINCIPAL ACTIVITIES

Maica was incorporated on 4 December 1968 in Malaysia under the Act. The Offeree was listed on the Main Market of Bursa Securities (then known as the Main Board of Kuala Lumpur Stock Exchange) on 7 March 1984.

The principal activity of Maica is that of investment holding whilst the principal activities of its principal subsidiaries are:

- (a) manufacturing of engineered wooden doors, wooden frames, prefabricated doors, moldings from rubber wood, ice blocks and fire rated doors;
- (b) engaged in the granting of leases and hire purchase financing; and
- (c) property development.

2. SHARE CAPITAL

As at the LPD, the authorised and issued and paid-up share capital of Maica are as follows:

	No. of Maica Shares	Par value RM	Amount RM
Authorised	200,000,000	0.50	100,000,000
Issued and fully paid-up	158,361,472	0.50	79,180,736

3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the substantial shareholders of Maica and their respective interests are as follows:

Substantial shareholders	Direct		Indirect	
	No. of Maica Shares held	%	No. of Maica Shares held	%
Datuk Ter Leong Yap	33,728,000	21.30	45,626,585 ⁽¹⁾	28.81
TER	45,626,585	28.81	-	-

Note:

(1) Deemed interested through TER pursuant to Section 6A of the Act.

INFORMATION ON MAICA (Cont'd)

(Based on publicly available sources)

4. DIRECTORS

As at the LPD, the Directors of Maica and their respective interests are as follows:

Name	Nationality	Direct		Indirect	
		No. of Maica Shares held	%	No. of Maica Shares held	%
Datuk Ter	Malaysian	33,728,000	21.30	45,626,585 ⁽¹⁾	28.81
Wong Yuen Teck	Malaysian	-	-	-	-
Lim Jian Hoo	Malaysian	-	-	-	-
Thor Poh Seng	Malaysian	-	-	-	-
Boon Shi Hou	Malaysian	-	-	-	-
Teh Kay Yeong	Malaysian	-	-	-	-
Haji Azizzuddin Bin Haji Hussein	Malaysian	-	-	-	-
Koong Wai Seng	Malaysian	-	-	-	-

Note:

(1) Deemed interested through TER pursuant to Section 6A of the Act.

5. SUBSIDIARY AND ASSOCIATED COMPANIES

As at the LPD, the details of the subsidiary companies of Maica are as follows:

Company	Principal activities	Country of incorporation	Equity interest held as at the LPD
Subsidiaries of Maica:			
Maica Wood Industries Sdn Bhd	Investment holding	Malaysia	99.8%
Consolidated Leasing (M) Sdn Bhd	Investment holding and granting of lease and hire purchase financing	Malaysia	100.0%
Pinaremas Sdn Bhd	Inactive	Malaysia	100.0%
Ambang Arena Sdn Bhd	Inactive	Malaysia	100.0%
Subsidiary of Maica Wood Industries Sdn Bhd:			
Maicador Sdn Bhd	Manufacture of prefabricated doors and door frames	Malaysia	99.8%
Subsidiaries of Consolidated Leasing (M) Sdn Bhd:			
Consolidated Factoring (M) Sdn Bhd	Inactive	Malaysia	91.9%
Maritime Credits (Malaysia) Sdn Bhd	Inactive	Malaysia	100.0%

INFORMATION ON MAICA (Cont'd)

(Based on publicly available sources)

As at the LPD, the details of the associated company of Maica is as follows:

Company	Principal activities	Country of incorporation	Equity interest held as at the LPD
Mahakota Sdn Bhd	Woodworks manufacturer and dealer in timber and wood	Malaysia	25.4%

6. PROFIT AND DIVIDEND RECORD

The profit and dividend record of Maica Group based on the audited financial statements for the past three (3) FYE 31 March 2011 to FYE 31 March 2013 and unaudited financial results for the six (6)-month FPE 30 September 2013 are as follows:

	←--Audited FYE 31 March--→			Unaudited six (6)-month FPE 30 September
	2011 RM'000	2012 RM'000	2013 RM'000	2013 RM'000
Revenue	20,458	17,961	18,497	10,041
PBT	3,184	2,567	1,721	1,081
Taxation	(895)	(879)	(745)	(333)
PAT	2,289	1,688	976	748
Non-controlling interests	1	1	-	-
PAT attributable to equity owners of Maica	2,288	1,687	976	748
Share capital (RM'000)	65,180	65,180	65,180	65,180
Current assets (RM'000)	36,874	44,776	53,561	50,417
Current liabilities (RM'000)	11,047	2,797	2,152	1,872
Basic EPS (sen)	1.76	1.29	0.75	0.57
NA (RM'000)	68,063	69,750	70,726	71,300
NA per Maica Share (RM)	0.52	0.54	0.54	0.55
Gross dividend per share (sen)	-	-	-	-
Current ratio (times)	3.34	16.01	24.89	26.93
Gearing (times)	0.14	0.01	-	-

INFORMATION ON MAICA (Cont'd)

(Based on publicly available sources)

7. STATEMENT OF ASSETS AND LIABILITIES

The following is the statement of assets and liabilities of Maica, based on Maica's audited statement of financial position as at 31 March 2012 and 31 March 2013:

As at 31 March	2013 RM'000	2012 RM'000
ASSETS		
Non-current assets		
Plant and equipment	3,377	3,496
Investment property	6,907	7,110
Investment in associate	638	620
Investment in club membership, at cost	25	25
Receivables	9,477	17,535
	20,424	28,786
Current assets		
Inventories	4,151	4,082
Receivables	21,803	29,793
Prepayments	265	123
Current tax assets	28	83
Cash and cash equivalents	27,314	10,695
	53,561	44,776
TOTAL ASSETS	73,985	73,562
EQUITY AND LIABILITIES		
Share capital	65,180	65,180
Share premium	13,296	13,296
Capital reserve	815	815
Accumulated losses	(8,565)	(9,541)
Shareholders' equity	70,726	69,750
Non-controlling interests	27	27
Total equity	70,753	69,777
Non-current liabilities		
Retirement benefits	1,074	979
Deferred tax liabilities	6	9
	1,080	988
Current liabilities		
Payables	1,656	1,469
Loans and borrowings	0	896
Advance payments from customers	278	127
Retirement benefits	63	77
Current tax liabilities	155	228
	2,152	2,797
TOTAL LIABILITIES	3,232	3,785
TOTAL EQUITY AND LIABILITIES	73,985	73,562

INFORMATION ON MAICA (Cont'd)

(Based on publicly available sources)

8. HISTORICAL MAICA SHARE PRICES

The monthly closing high and low prices of Maica Shares traded on the Main Market of Bursa Securities for the past twelve (12) months from February 2013 to January 2014 prior to the issuance of the Offer Document are as follows:

Month	High	Low
	RM	RM
2013		
February	0.56	0.50
March	0.52	0.50
April	0.50	0.50
May	0.56	0.50
June	0.57	0.50
July	0.54	0.50
August	0.51	0.50
September	0.56	0.50
October	1.15	0.52
November	1.08	0.81
December	0.90	0.77
2014		
January	1.39	0.85

Last transacted price on the Last Trading Day	0.94
Last transacted price on Bursa Securities as at the LPD	1.27

(Source: Bloomberg)

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DISCLOSURE OF INTERESTS

1. DISCLOSURE OF INTERESTS IN MAICA SHARES

- (a) Save as disclosed below, the Offeror and its PACs do not have any other interest, whether direct or indirect in Maica Shares as at the LPD:

Name	Direct		Indirect	
	No. of Maica Shares	%	No. of Maica Shares	%
Datuk Ter	33,728,000	21.30	45,626,585 ⁽¹⁾	28.81
TER	45,626,585	28.81	-	-
Datin Kwan May Yuen	-	-	-	-
Ter Hong Khim @ Tai Foong Chin	-	-	-	-
Ng Hon Yin @ Hwang Giok Ying	-	-	-	-

Note:

(1) Deemed interested through TER pursuant to Section 6A of the Act.

- (b) Save as disclosed below, the Directors of the Offeror do not have any other interest, whether direct or indirect, in Maica Shares as at the LPD:

Name of Directors	Direct		Indirect	
	No. of Maica Shares	%	No. of Maica Shares	%
Datuk Ter	33,728,000	21.30	45,626,585 ⁽¹⁾	28.81
Datin Kwan May Yuen	-	-	-	-

Note:

(1) Deemed interested through TER pursuant to Section 6A of the Act.

- (c) As at the LPD, the Offeror has not received any irrevocable undertakings from any Holder of the Offer Shares to accept the Offer.

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DISCLOSURE OF INTERESTS (Cont'd)

2. DEALINGS IN MAICA SHARES

Save as disclosed below, the Offeror and its PACs have not dealt, directly or indirectly, in any Maica Shares during the six (6) months prior to the beginning of the Offer Period and up to the LPD:

Date of transaction	Nature of transaction	No. of Maica Shares	Transacted price/average transacted price per Maica Share RM
<u>Offeror:</u>			
22 January 2014	Acquisition of Sale Shares vide the SSA	39,285,385	0.8500
22 January 2014	Direct business transaction	6,341,200	0.8314
<u>Datuk Ter:</u>			
20 January 2014	Direct business transaction	5,728,000	0.7800
22 January 2014	Being the appointed nominee to receive the consideration shares pursuant to a project purchase agreement and a sale and purchase agreement dated 23 October 2013 entered into between Maica and Cangkat Nusantara Sdn Bhd	28,000,000	0.5000

3. CONFLICT OF INTEREST

As at the LPD, save as disclosed below, there are no deemed conflict of interest situation under Practice Note 12 of the Code:

- (a) a person is a common director of the Offeror : Datuk Ter
(where applicable) and the Offeree;
- (b) a director of Offeree who has more than 20% voting shares or voting rights in the Offeror (where applicable), or a director of the Offeror (where applicable) has more than 20% voting shares or voting rights in the Offeree, held either directly or indirectly; : Datuk Ter
- (c) there is a cross-holdings of more than 20% of the voting shares or voting rights between the Offeror and the Offeree; or : Nil
- (d) a person holding more than 20% of voting shares or voting rights in both the Offeror and the Offeree : Datuk Ter

DISCLOSURE OF INTERESTS (Cont'd)

4. GENERAL DISCLOSURES

- (a) As at the LPD, the Offeror and its PACs have not entered into any option to acquire any additional Offer Shares.
- (b) As at the LPD, no ongoing negotiation exists between the Offeror and its PACs and any person with respect to the Offer Shares.
- (c) As at the LPD, save for the SSA, no agreement, arrangement or understanding that exists between the Offeror and its PACs and any of the directors or past directors of Maica (being such person who was, during the period of six (6) months before the date of the Notice, a director), or any shareholders or past shareholders of Maica (being such person who was, during the period of six (6) months before the date of the Notice, a shareholder) having any connection with or dependence upon the Offer.
- (d) As at the LPD, there is no agreement, arrangement or understanding entered into by the Offeror and its PACs whereby any Offer Shares acquired pursuant to the Offer will be transferred to any other person within a foreseeable period from the date of this Offer Document.
- (e) All the Offer Shares accepted under the Offer will be registered either in the name of the Offeror and/or its appointed nominees, if any.

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ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The board of directors of TER confirms that they have seen this Offer Document and have approved the issuance of this Offer Document. The board of directors of TER collectively and individually accept full responsibility for the accuracy of the information contained in this Offer Document and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other material facts, the omission of which would make any statement in this Offer Document false or misleading.

Information pertaining to Maica Group in this Offer Document have been obtained from publicly available information. Therefore, the responsibility of the board of directors of TER is to ensure that the information in respect of Maica Group is accurately reproduced in this Offer Document.

The Joint Advisers acknowledge that, based on all available information and to the best of their knowledge and belief, this Offer Document constitutes a full and true disclosure of all material facts concerning the Offer.

2. CONSENTS

The Joint Advisers, the Registrar and the Independent Adviser have given their written consents for the inclusion in this Offer Document of their name, letter and all other references thereto in the form and context in which they appear and have not subsequently withdrawn their consent.

3. MATERIAL CONTRACTS

Save for the SSA, the Offeror has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the LPD.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Offeror is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant or otherwise, or of any facts likely to give rise to any proceedings which may materially affect their financial position or business.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours from Mondays to Fridays (excluding public holidays) at S-12A-01, Level 12A, First Subang, Jalan SS15/4G, 47500, Subang Jaya, Selangor, Malaysia from the date of this Offer Document up to and including the Closing Date of the Offer:

- (a) the Memorandum and Articles of Association of TER;
- (b) the audited consolidated financial statements of Maica for the past two (2) FYE 31 March 2012 and FYE 31 March 2013 and latest unaudited financial results of Maica for the six (6)-month FPE 30 September 2013;
- (c) a copy of the Notice referred to in **Appendix I** of this Offer Document; and
- (d) letters of consent referred to in **Section 2** of this Appendix.