

**FORM OF ACCEPTANCE AND TRANSFER (“FORM”)  
TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER**

**THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 12 FEBRUARY 2014 (“OFFER DOCUMENT”) ISSUED BY RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD (“JOINT ADVISERS”) ON BEHALF OF TER EQUITY SDN BHD (“TER” OR THE “OFFEROR”).**

Under Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has prescribed the ordinary shares of RM0.50 each in **Malaysia Aica Berhad (“Maica”)** (“**Maica Shares**”) as securities required to be deposited into the Central Depository System (“**CDS**”). Therefore, all dealings in the Maica Shares that have been deposited into the CDS, will be carried out in accordance with the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”).

If you intend to accept the Offer (as defined in the Offer Document), made by the Offeror, through the Joint Advisers, you should complete and sign this Form in accordance with the instructions contained in this Form and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer.

If you have sold or transferred all your Maica Shares, you should at once hand this Form and the accompanying Offer Document immediately to the person through whom you effected the sale or transfer for delivery to the purchaser or transferee.

Unless the context otherwise requires or otherwise defined in this Form, the definitions contained in the Offer Document shall apply in this Form.

**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”)**

**For holders whose Offer Shares are deposited into the CDS, if you wish to accept the Offer, please refer to Note 1(A) of this Form.**

**For holders who have purchased the Offer Shares before the Closing Date (as defined herein) but the Offer Shares have not been credited into your CDS account, if you wish to accept the Offer, please refer to Note 1(D) of this Form.**

**For non-resident holders, if you wish to accept the Offer, please refer to Note 1(E) of this Form.**

**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(S) AS THE JOINT ADVISERS MAY ANNOUNCE ON BEHALF OF THE OFFEROR NO LATER THAN TWO (2) DAYS BEFORE THE CLOSING DATE (“CLOSING DATE”). NOTICES OF SUCH EXTENSION WILL BE POSTED TO THE HOLDERS OF THE OFFER SHARES ACCORDINGLY. SUBJECT TO THE PROVISIONS OF THE MALAYSIAN CODE ON TAKE-OVER AND MERGERS 2010, THE OFFEROR MAY EXTEND OR REVISE THE OFFER BEYOND THE FIRST CLOSING DATE.**

## NOTES REGARDING THE COMPLETION AND LODGMENT OF THIS FORM

If you are an individual, you must, except as mentioned below, personally sign this Form. If you are a corporation, you must execute this Form under your common seal, which should be affixed and witnessed in accordance with your Articles of Association or other regulations and signed on your behalf by an authorised officer or attorney.

In order to avoid inconvenience and delay to yourself, the following points may assist you:

### 1. (A) If your Offer Shares are deposited into your CDS account

To accept the Offer, you are required to:

- (i) Complete and sign this Form;
- (ii) Complete the Bursa Depository Transfer of Securities Request Form (FTF 010) ("**Bursa Depository Transfer Form**"), **which can be obtained from your Authorised Depository Agent ("ADA")/ Authorised Direct Member ("ADM")**, in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form;
- (iii) Complete in full the following particulars as contained in the Bursa Depository Transfer Form:
  - (a) Particulars of the securities;
  - (b) Particulars of the depositor;
  - (c) Particulars of the witness;
  - (d) Particulars of the transferee as appearing below; and
  - (e) Category and approved reason for transfer as appearing below.

In respect of (d) and (e) above, you are requested to complete the particulars as follows:

CDS account no.	: 087-018-057100968
Name of transferee	: Ter Equity Sdn Bhd
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason for transfer	: To cross (X) on category B1 only (take-over offer)

- (iv) Proceed to lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM for the transfer of the Offer Shares under the CDS on any Market Day prior to the Closing Date.

The transfer of securities shall be executed on the same Market Day provided that the request for transfer is submitted by 4.00 p.m. (Malaysian time) in compliance with the directions and Rules of Bursa Depository; and

- (v) **Enclose the Depositor's Copy of your Bursa Depository Transfer Form** (with the details of the reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected) duly verified and acknowledged by your ADA/ADM together with this completed and signed Form and an acknowledgement of transfer issued by your ADA/ADM, and where applicable, other document(s) of title or the relevant contract note(s) and despatch by ordinary mail or registered post at your own risk or deliver by hand to the Registrar for the Offer at the following address, so as to arrive **not later than 5.00 p.m. on 5 March 2014** or in the event the date and time for acceptance of the Offer is revised or extended in accordance with the Code, such revised or extended closing date as the Joint Advisers may announce on behalf of the Offeror, at least 2 days before the Closing Date:

**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

**(B) If the Holder is away from his/her registered address and this Form is received by agent of the Holder**

The agent of the Holder should send this Form by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she has executed a Power of Attorney, have this Form signed by the Attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the Power of Attorney should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form for noting and lodged with the Registrar at the address as set out in Note 1(A)(v) above.

The Holder should then proceed to perform the procedures set out in Note 1(A) above. No other signature is acceptable.

**(C) If the Holder is deceased**

In order to accept the Offer, the duly completed Form of Notification of Death of Depositor ("**Form of Notification**") as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the executor or administrator of the deceased's estate must be effected by Bursa Depository. This Form must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the Offer Shares have been effectively transferred by Bursa Depository and who is registered as the Holder of the Offer Shares and the procedures set out in Note 1(A) above shall be applicable.

**(D) If your Offer Shares have yet to be credited into your CDS account as at the Closing Date**

If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account, you should forward this completed Form together with the relevant contract notes as evidence of your beneficial ownership of the Offer Shares to the Registrar at the address set out in Note 1A(v) so as to arrive not later than 5.00 p.m. (Malaysian time) on the Closing Date. You must then perform the procedures as set out in Notes 1A(i) to (iii) above. Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1A(iv) above and then forward the Depositor's copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the address as set out in Note 1(A)(v) above within fourteen (14) days from the Closing Date.

**(E) If you are a Non-resident Holder**

To accept the Offer, the procedures set out below and in Note 1(A) are applicable to Non-resident Holders. Non-resident Holders should also refer to **Section 3 of Appendix III** of the Offer Document.

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 where you reside and in Malaysia in connection with the Offer, including without limitation the following:-

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;

- (iii) obtaining any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities required to be observed; and
- (v) payment of any costs relating to the transfer or taxes or duties due in such jurisdiction.

You will be solely responsible for the payment of any transfer fees or taxes or other requisite payments due in such jurisdiction. The Offeror, the Registrar and the Joint Advisers shall be entitled to be fully indemnified and held harmless by you for any transfer fees or taxes or other requisite payments which you may be required to pay.

If you receive a copy of the Offer Document and this Form in any jurisdiction other than Malaysia, you may not:

- (i) treat the same as constituting an invitation or offer to sell your securities or participate in the Offer;
- (ii) use this Form unlawfully by contravening any relevant legislation or other legal requirements; or
- (iii) use this Form if, in the relevant jurisdiction, such an invitation or offer cannot be lawfully made to you.

In such circumstances, the Offer Document together with this Form is sent for **information only** and any use or acceptance thereof may be invalid and disregarded.

2. This Form must be completed in English or Bahasa Malaysia and submitted to the Registrar at the address stated in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using **BLOCK LETTERS**. Form defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Offeror. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form may be obtained from the office of the Registrar at the address as set out in Note 1(A)(v), from the Posting Date up to the Closing Date. You may also download this Form from the website of Bursa Malaysia Berhad at [www.bursamalaysia.com](http://www.bursamalaysia.com).
5. Further instructions are contained in **Appendix III** of the Offer Document.
6. If you fail to comply in any of the terms and conditions pertaining to the acceptances of the Offer as set out in this Form and the Offer Document, 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.

**Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra 59200, Kuala Lumpur, Malaysia. All documents sent to the Registrar will be at your own risk.**

**The latest time and date for the lodgement of this completed Form (together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and an acknowledgement of transfer issued by your ADA/ADM, and where applicable, other document(s) of title or the relevant contract notes) is at 5.00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) if your Offer Shares have yet to be credited into your CDS account as at the Closing Date.**



Facsimile No. :     -

Date :   -   -

If Holder is an individual

If Holder is a corporation <sup>(6)</sup>

\_\_\_\_\_  
Signature of Holder

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director / Secretary

**Notes:-**

- (1) *The Offeror will acquire the Offer Shares based on your acceptance in accordance with the Offer Document. Your acceptance will be deemed to constitute a warranty by you that the Offer Shares, to which the acceptance relates, are sold free from all moratorium, claims, charges, liens, encumbrances, options, rights of pre-emption, third party rights and equities and with all rights, benefits and entitlements attaching thereto, including the rights to all dividends rights, allotments and/or any other distributions declared, paid or made on or after the date of 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 and the Holders are entitled to retain such dividend and/or other Distribution, the consideration for each Offer Share shall be reduced by the quantum of the net dividend and/or other Distribution per Offer Share which such Holder is entitled to retain.*
- (2) *Where Note 1(D) of this Form is applicable.*
- (3) *Where Note 1(B) of this Form is applicable.*
- (4) *Where Note 1(C) of this Form is applicable.*
- (5) *Delete where applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required.*
- (6) *A corporation must affix its common seal which must be witnessed in accordance with its Articles of Association or other regulations, or signed on its behalf by an authorised officer or attorney.*

**This completed and signed Form, together with the Depositor's Copy of the Bursa Depository Transfer Form (FTF010) duly verified and acknowledged by your ADA/ADM and an acknowledgement of transfer issued by your ADA/ADM, and where applicable, other document(s) of title or the relevant contract note(s) must be submitted to the Registrar for the Offer at the following address:**

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

Tel: (603) 2264 3883

Fax: (603) 2282 1886