

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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THIS NOTICE IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.



MALAYSIA AICA BERHAD

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO THE SHAREHOLDERS

IN RELATION TO THE

RECEIPT OF NOTICE OF UNCONDITIONAL TAKE-OVER OFFER DATED 22 JANUARY 2014 FROM RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD ON BEHALF OF TER EQUITY SDN BHD TO ACQUIRE ALL THE ORDINARY SHARES OF RM0.50 EACH IN MALAYSIA AICA BERHAD 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")

This Notice is dated 29 January 2014



MALAYSIA AICA BERHAD

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

No. 8, 3rd Floor

Jalan Segambut

51200 Kuala Lumpur

Malaysia

29 January 2014

Board of Directors :

Mr Lim Jian Hoo (*Chairman, Non-Independent Non-Executive Director*)

Datuk Ter Leong Yap (*Executive Director*)

Mr Thor Poh Seng (*Executive Director*)

Mr Wong Yuen Teck (*Non-Independent Non-Executive Director*)

Mr Boon Shi Hou (*Executive Director*)

Mr Koong Wai Seng (*Non-Independent Non-Executive Director*)

Mr Teh Kay Yeong (*Independent Non-Executive Director*)

Haji Azizzuddin Bin Haji Hussein (*Independent Non-Executive Director*)

To : The Shareholders of Malaysia Aica Berhad

Dear Sir/Madam

RECEIPT OF NOTICE OF UNCONDITIONAL TAKE-OVER OFFER DATED 22 JANUARY 2014 FROM RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD ON BEHALF OF TER EQUITY SDN BHD (“TER” OR THE “OFFEROR”) TO ACQUIRE ALL THE ORDINARY SHARES OF RM0.50 EACH IN MALAYSIA AICA BERHAD (“MAICA SHARES”) 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”)

The Board of Directors of Malaysia Aica Berhad (“Maica”) (“Board”) wishes to inform you that Maica had on 22 January 2014 received a notice of unconditional take-over offer (“Offer Notice”) from RHB Investment Bank Berhad and Astramina Advisory Sdn Bhd, on behalf of the Offeror, informing the 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 person acting in concert with it for a cash consideration of RM0.85 per Offer Share.

The Board had announced the receipt of the Offer Notice to Bursa Malaysia Securities Berhad on 22 January 2014 (“Announcement”). A copy of the Announcement and the Offer Notice are enclosed for your further information.

The purpose of this Notice is to inform you of the Offer. **You should note that this Notice does not constitute an offer.**

The document outlining the details of the Offer (“Offer Document”) will be dispatched to you by RHB Investment Bank Berhad and Astramina Advisory Sdn Bhd, on behalf of the Offeror, within twenty-one (21) days from the date of the Offer Notice or any extended period of time as may be approved or directed by the Securities Commission of Malaysia (“SC”).

In accordance with the Malaysian Code on Take-Overs and Mergers, 2010 (“Code”), the Board had on 28 January 2014 appointed AmInvestment Bank Berhad as the Independent Adviser to advise the non-interested directors and holders of the Offer Shares on the fairness and reasonableness of the Offer pursuant to Section 15(1) of the Code. The appointment of the Independent Adviser was also announced on 28 January 2014.

The Independent Advice Circular from the Independent Adviser will be despatched to you within ten (10) days from the date of despatch of the Offer Document or any later date as may be approved by the SC.

YOU ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO YOUR INTERESTS AND TO READ CAREFULLY THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR TO BE ISSUED AND POSTED TO YOU BEFORE TAKING ANY ACTION(S).

Thank you.

Yours faithfully
for and on behalf of the Board of Directors
MALAYSIA AICA BERHAD

Lim Jian Hoo
Chairman/Non-Independent Non-Executive Director

Attachments : Announcement dated 23 January 2014 and Offer Notice dated 22 January 2014



MALAYSIA AICA BERHAD

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

ANNOUNCEMENT DATED 23 JANUARY 2014

UNCONDITIONAL TAKE-OVER OFFER BY TER EQUITY SDN BHD (“TER” OR THE “OFFEROR”) TO ACQUIRE ALL THE ORDINARY SHARES OF RM0.50 EACH IN MALAYSIA AICA BERHAD NOT ALREADY OWNED BY THE OFFEROR AND PERSON ACTING IN CONCERT WITH IT (“OFFER SHARES”) FOR A CASH CONSIDERATION OF RM0.85 PER OFFER SHARE (“OFFER”)

The terms used herein has the same meaning as those defined in the announcement made on 22 January 2014.

We refer to the Company’s announcement dated 22 January 2014 in relation to the receipt of a notice of unconditional take-over offer from RHB Investment Bank Berhad and Astramina Advisory Sdn Bhd, on behalf of the Offeror, to acquire all the Maica Shares for a cash consideration of RM0.85 per Offer Share.

In relation to the Offer, the Board wishes to confirm that it does not intend to seek an alternative person to make a take-over offer for the Offer Shares.

In accordance with the Malaysian Code on Take-Overs and Mergers, 2010, the Board will be appointing an Independent Adviser to advise the non-interested directors and holders of the Offer Shares (other than TER Equity Sdn Bhd and Datuk Ter Leong Yap, who are the Offeror and ultimate offeror respectively) in relation to the Offer. An announcement will be made in due course once the appointment is confirmed.

NOTICE OF UNCONDITIONAL TAKE-OVER OFFER DATED 22 JANUARY 2014 FROM RHB INVESTMENT BANK BERHAD AND ASTRAMINA ADVISORY SDN BHD ON BEHALF OF TER EQUITY SDN BHD (“TER” OR THE “OFFEROR”) TO ACQUIRE ALL THE ORDINARY SHARES OF RM0.50 EACH IN MALAYSIA AICA BERHAD 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”)

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

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

- (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.

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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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	%
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.

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.

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.

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.

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.

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

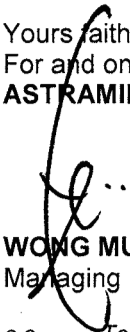


TOMMY HAR
Director
Co-Head, Corporate Finance



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>