

**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 8 JULY 2015 (“OFFER DOCUMENT”) ISSUED BY MIDF AMANAH INVESTMENT BANK BERHAD (“MIDF INVESTMENT”) ON BEHALF OF MCC LABL2 NETHERLANDS B.V. (THE “OFFEROR”).

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

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed the SEHB Shares as securities required to be deposited into the CDS. Therefore, all dealings in the SEHB Shares that have been deposited into the CDS will be carried out in accordance with the SICDA and the Rules of Bursa Depository.

If you intend to accept the Offer made by MIDF Investment on behalf of the Offeror, 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 adviser immediately if you have any doubt about the Offer.

If you have sold or transferred all your Offer 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.

CONDITIONAL TAKE-OVER OFFER

BY

MCC LABL2 NETHERLANDS B.V.

*(Commercial Register No. 34310653)
(Incorporated in the Netherlands)*

(THE “OFFEROR”)

THROUGH



MIDF AMANAH INVESTMENT BANK BERHAD (23875-X)

TO ACQUIRE

ALL THE ORDINARY SHARES OF RM1.00 EACH IN SUPER ENTERPRISE HOLDINGS BERHAD (“SEHB”) (EXCLUDING TREASURY SHARES) NOT OWNED BY THE OFFEROR (“OFFER SHARE(S)”) FOR A CASH OFFER PRICE OF RM3.80 PER OFFER SHARE (“OFFER”)

For Holders whose Offer Shares are credited into the CDS account and 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 but the Offer Shares have not been credited into your CDS account and 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 **29 July 2015**, being the closing date of the Offer (“**First Closing Date**”) or such later date(s) as the Offeror may decide and announced by MIDF Investment, on behalf of the Offeror, at least two (2) days before the Closing Date. Notices of such extension will be posted to the Holders accordingly. 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.

NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM

If you intend to accept the Offer Shares, you are required to complete 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, the common seal being 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 have been credited into your CDS account

To accept the Offer, you are required to:

- (i) Complete and sign this Form for Offer Shares;
- (ii) Complete the Bursa Depository Transfer of Securities Request Form (FTF010) ("**Bursa Depository Transfer Form**"), which can be obtained from your ADA/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 on the transferee as follows:

CDS account no.	: 026-001-059018549
Name of transferee	: MCC LABL2 NETHERLANDS B.V.
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 effected 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 the 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 notes and despatch by ordinary mail at your own risk or deliver by hand, to the Registrar at the following address, so as to arrive **not later than 5.00 p.m. (Malaysian time) on 29 July 2015** 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 MIDF Investment may announce on behalf of the Offeror, at least two (2) days before the Closing Date:

Tricor Investor Services Sdn Bhd (118401-V)
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur

Telephone : (603) 2264 3883
Facsimile : (603) 2282 1886
Email : is.enquiry@my.tricorglobal.com

(B) If the Holder is away from his 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 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, a copy of the Power of Attorney which 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 set out in Note 1(A)(v).

The Holder should then proceed to perform the procedures as 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) For Holders whose Offer Shares have yet to be credited into their 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 1(A)(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(ii) and (iii) above. Once the 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 seven (7) 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 you. You 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 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 of 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 other 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 MIDF Investment shall be entitled to be fully indemnified and held harmless by you for any transfer fees or taxes or other 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 registration or other legal requirements; or
- (iii) use this Form, if in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you.

In such circumstances, the Offer Document and this Form are 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 set out in Note 1(A)(v) 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 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 Securities at www.bursamalaysia.com.
5. Further instructions are contained in Appendix III of the Offer Document.
6. If you fail to comply with any of the terms or conditions pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, the Offeror may, at their 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. All documents sent to the Registrar will be at your own risk.

The last date and time 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 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 their CDS account as at the Closing Date.

FORM OF ACCEPTANCE AND TRANSFER

TO: MCC LABL2

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated 8 July 2015, I/we hereby accept the Offer made by MIDF Investment on behalf of MCC LABL2 in respect of _____ (number of units) of my/our SEHB Shares in consideration of a cash payment of RM3.80 for every Offer Share⁽¹⁾ hereby transferred by me/us.

I/We enclose herewith the Depositor's Copy of the executed Bursa Depository Transfer of Securities Request Form (FTF010):

Transfer Reference No. - - -

duly verified and acknowledged by my/our ADA/ADM together with the Power of Attorney⁽²⁾/ transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the deceased's CDS account to my/our CDS account, as the personal representative⁽³⁾/ contract note(s) no.(s)⁽⁴⁾ _____ and/or other relevant documents which are required to effect the transfer of the Offer Shares.

I/We confirm that I/we am/are not Non-resident Holder(s) or that I/we am/are Non-resident Holder(s) who are able to give the representations and warranties set out in Section 3.1(vi) of Appendix III of the Offer Document.

I/We acknowledge and consent to the Offeror, the Adviser and the Registrar for the Offer to collect all the information and personal data ("Data") required herein to process and to disclose such Data to any person including regulators for the purpose of effecting this acceptance to the Offer and storing such Data in any servers located in Malaysia or overseas in accordance with the Personal Data Protection Act 2010 and relevant laws and regulations.

* Name of depositor (Holder) :

PLEASE ENSURE THAT YOUR INFORMATION PROVIDED IS THE SAME AS STATED IN THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010) AND THE RECORDS OF BURSA DEPOSITORY

* CDS account no. : - -

* NRIC no. : Old: New:

* Passport no./Company registration no. :

(* Information given must be the same as information in the records of Bursa Depository)

Correspondence address :
.....
.....

Telephone/contact no. :
Office no. : H/P no. :
House no. :

Date :

If Holder is an individual

If Holder is a corporation⁽⁵⁾

Signature of Holder

Director

Director/Secretary



Notes:

- (1) *If SEHB declares, makes or pays any dividend and/or other distributions on or after the date of the Notice but prior to the Closing Date and the Holder is entitled to retain such dividend and/or distributions, the consideration for each Offer Share shall be reduced by the quantum of the net dividend and/or distribution per SEHB Share which such Holder is entitled to.*
- (2) *Where Note 1(B) of this Form is applicable.*
- (3) *Where Note 1(C) of this Form is applicable.*
- (4) *Where Note 1(D) of this Form is applicable.*
- (5) *A corporation must affix its common seal which must be witnessed in accordance with its Articles of Association or other regulations and signed on its behalf by an authorised officer or attorney.*

This Form together with the Depositor's Copy of 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 must be submitted to the Registrar at the following address:

**Tricor Investor Services Sdn Bhd (118401-V)
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur**

**Telephone : (603) 2264 3883
Facsimile : (603) 2282 1886
Email : is.enquiry@my.tricorglobal.com**