

# 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 5 NOVEMBER 2009 ISSUED BY CIMB INVESTMENT BANK BERHAD ("CIMB") ON BEHALF OF MEDIA PRIMA BERHAD ("MPB" OR THE "OFFEROR") ("OFFER DOCUMENT").**

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), Bursa Malaysia Securities Berhad has prescribed the shares of The New Straits Times Press (Malaysia) Berhad ("NSTP") as securities which are required to be deposited into the Central Depository System ("CDS"). Consequently, all dealings in the ordinary shares of RM1.00 each in NSTP ("NSTP Shares") have been and 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), 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 DO NOT WISH 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 (as defined in the Offer Document), you should hand this Form and the accompanying Offer Document immediately to the agent through whom you effected the sale or transfer for transmission to the purchaser or transferee.

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

## CONDITIONAL TAKE-OVER OFFER

BY



**MEDIA PRIMA BERHAD (532975-A)**

THROUGH



**CIMB Investment Bank Berhad (18417-M)**  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

**ALL THE REMAINING NSTP SHARES NOT ALREADY OWNED BY MPB ("OFFER SHARES"), AT AN OFFER PRICE OF RM2.00 PER OFFER SHARE, TO BE SATISFIED BY THE ISSUANCE OF ONE (1) ORDINARY SHARE OF RM1.00 EACH IN MPB ("MPB SHARE") AT AN ISSUE PRICE OF RM2.00 EACH ("CONSIDERATION SHARE") FOR EVERY ONE (1) OFFER SHARE ACCEPTED AND ONE (1) FREE NEW WARRANT IN MPB FOR EVERY FIVE (5) OFFER SHARES ACCEPTED ("OFFER")**

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

**For Holders whose Offer Shares are exempted from mandatory deposit into the CDS, if you wish to accept the Offer, please refer to Note 1(B) of this Form.**

**For Holders whose Offer Shares have been transferred to the Minister of Finance, if you wish to accept the Offer, please refer to Note 1(C) of this Form**

**For Holders whose Offer Shares purchased have yet to be credited into CDS accounts, if you wish to accept the Offer, please refer to Note 1(F) of this Form.**

**For Non-resident Holders, if you wish to accept the Offer, please refer to Note 1(G) of this Form.**

Acceptances must be received by 5.00 p.m. (Malaysian time) on 26 November 2009, being the closing date of the Offer or such later date(s) as MPB may decide and announced by us on behalf of MPB, in accordance with the Malaysian Code on Take-Overs and Mergers, 1998 (as amended from time to time).

This Form consists of 7 printed pages only

## NOTES REGARDING THE COMPLETION AND LODGEMENT 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, the common seal being affixed and witnessed in accordance with your Articles of Association or other regulations and signed on your behalf by a duly 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 the Bursa Depository Transfer of Securities Request Form (FTF010) ("**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 form;
- (ii) 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 reasons for transfer as appearing below.

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

CDS Account No.	:	098-001-040207623
Name of Transferee	:	Media Prima Berhad
Category of transfer	:	To cross (X) on category B only (change in beneficial ownership)
Reason of transfer	:	To cross (X) on category B1 only (take-over offer)

- (iii) Proceed to your ADA/ADM to lodge the completed and signed Bursa Depository Transfer Form for the transfer of the Offer Shares under the CDS on any market day; and
- (iv) Enclose the Depositor Copy of the 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 so as to arrive not later than 5:00 p.m. (Malaysian time) on 26 November 2009 or such later date(s) as MPB may decide and announce by us on behalf of MPB ("**Closing Date**"), to the Registrar at the following address:

**Symphony Share Registrars Sdn Bhd**  
Level 26, Menara Multi-Purpose  
Capital Square  
No.8 Jalan Munshi Abdullah  
50100 Kuala Lumpur

Telephone : (603) 2721 2222  
Facsimile : (603) 2721 2530/2531

### (B) If your Offer Shares are exempted from mandatory deposit into the CDS

To accept the Offer, you are required to deposit your physical share certificate(s) of the Offer Shares into the CDS through your ADA/ADM. Once the Offer Shares have been credited into your CDS account, you must then proceed to perform the procedures set out in Note 1(A).

**(C) If your Offer Shares have been transferred to the Minister of Finance**

To accept the Offer for the Offer Shares, you are required to (provided always that an appeal has been made to the Jabatan Akauntan Negara Malaysia (“JAN”) in accordance with the Securities Industry (Central Depositories) (Amendments) (No. 2) Act, 1998, for the re-transfer of the Offer Shares to your CDS account) take the following steps:

- (i) complete and sign this Form; and
- (ii) despatch by ordinary mail at your own risk or deliver by hand the duly completed Form together with the written official confirmation from JAN stating that your appeal to JAN has been approved and that your Offer Shares have been or will be re-transferred to your CDS account, to the Registrar at the address set out in Note 1(A)(iv) so as to arrive not later than 5:00 p.m. (Malaysian time) on the Closing Date.

Once the Offer Shares has been credited into your CDS account, you must perform the procedures as set out in Note 1(A)(iii) and then forward the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM to the Registrar for the Offer at the address set out in Note 1(A)(iv) within 7 days from the Closing Date.

**(D) If the Holder is away from his registered address in Malaysia**

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, the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Form for noting and lodged with the Registrar at the address set out in Note 1(A)(iv).

The Holder should then proceed to perform the procedures set out in Notes 1(A), 1(B) or 1(C) (as the case may be). No other signatures are acceptable.

**(E) 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 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 Notes 1(A), 1(B) or 1(C) (as the case may be) shall be applicable.

If the Form of Notification as prescribed by the Rules of Bursa Depository has not been submitted to Bursa Depository, in order to accept the Offer, the personal representative of the deceased to whom the Grant of Probate, Letter of Administration or any order for distribution of estate has been granted under any relevant law, should submit the duly completed and prescribed Form of Notification to Bursa Depository in order for him/her to be registered as the holder of the Offer Shares. To accept the Offer, the representative is required to despatch by ordinary mail at his own risk or deliver by hand the following documents:

- (i) this Form duly signed and completed together with the transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the said personal representative;
- (ii) a certified true copy of the Grant of Probate, Letter of Administration or any order for distribution of estate; and/or
- (iii) any other relevant document(s) which is required to effect the transfer of the Offer Shares to the CDS account of MPB,

to the Registrar at the address set out in Note 1(A)(iv), so as to arrive not later than 5:00 p.m. (Malaysian time) on the Closing Date.

If a certified true copy of the Grant of Probate, Letter of Administration or any order for distribution of estate has not been registered with the Registrar for the Offer, this Form must be signed by the personal representative(s) of the deceased and lodged with the Registrar for the Offer together with a certified true copy of the Death Certificate not later than 5:00 p.m. (Malaysian time) on the Closing Date. However, the certified true copy of the Grant of Probate, Letter of Administration or any order for distribution of estate must be lodged and registered with the Registrar for the Offer before the personal representative(s) can be registered as transferor(s) and receive the consideration due under the Offer.

**(F) If your Offer Shares purchased have yet to be credited into your CDS account(s)**

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 to the Offer Shares to the Registrar at the address stated in Note 1(A)(iv), 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 Note 1A(i) to (ii). Once the Offer Shares have been credited into your CDS account, you must perform the procedures as set out in Note 1(A)(iii) and then forward the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM to the Registrar for the Offer at the address set out in Note 1(A)(iv) within 7 days from the Closing Date.

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

To accept the Offer, the procedures set out below and in Notes 1(A), 1(B) or 1(C) (as the case may be) are applicable to Non-resident Holders.

If you wish to accept the Offer, it is your sole responsibility to satisfy yourself as to the full observance of the laws of the relevant jurisdiction where you reside and in Malaysia in connection with the Offer, including without limitation the following:

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

You will be responsible for payment of any transfer fees or other taxes or other requisite payments due in such jurisdiction. MPB, Symphony and us shall 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 securities or participate in the Offer;
- (ii) use this Form if, in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you; and
- (iii) use this Form unlawfully by contravening any relevant registration or other legal requirements.

In such circumstances, the Offer Document and this Form are sent for **information only** and any use and 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)(iv) in its entirety.
3. Please type or write clearly in ink using BLOCK LETTERS. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of MPB. 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)(iv), from the date of posting of the Offer Document up to the Closing Date.

5. Further instructions are contained in Appendix IV of the Offer Document.
6. If you fail to comply in ALL respects with any of the terms and conditions pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, MPB may at its discretion, consider that you have not accepted the Offer.
7. In completing the transfer documents or any other documents for the purpose of crediting the Consideration Shares, you must exercise all reasonable care and the details which you have provided on those documents must be accurate and correct. If there are errors in the transfer documents or any other documents for the purpose of crediting the Consideration Shares or failure on the part of the delivery system not within the control of MPB, this may result in the delay or failure in crediting the Consideration Shares into the designated account selected by the accepting Holders in the transfer documents.

**SETTLEMENT OF THE CONSIDERATION UNDER THE OFFER CANNOT BE MADE UNTIL ALL RELEVANT DOCUMENTS HAVE BEEN PROPERLY COMPLETED AND LODGED WITH THE REGISTRAR, SYMPHONY SHARE REGISTRARS SDN BHD, LEVEL 26, MENARA MULTI-PURPOSE, CAPITAL SQUARE, NO.8 JALAN MUNSHI ABDULLAH, 50100 KUALA LUMPUR. 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 ANY OF THE ACCOMPANYING ACCEPTANCE DOCUMENTS) IS 5:00 P.M. (MALAYSIAN TIME) ON THE CLOSING DATE.**

FORM OF ACCEPTANCE AND TRANSFER

TO: MEDIA PRIMA BERHAD ("MPB")

Dear Sirs

In accordance with the terms and conditions of the Offer Document dated 5 November 2009, I/we hereby accept the conditional take-over offer for the remaining ordinary shares of RM1.00 each in The News Straits Times Press (Malaysia) Berhad ("Offer Shares") made by MPB through CIMB Investment Bank Berhad in respect of a total number of \_\_\_\_\_ (number of units) of my/our Offer Shares in consideration of one (1) ordinary share of RM1.00 each in MPB ("MPB Share") at an issue price of RM2.00 each ("Consideration Share"), credited as fully paid-up for every one (1) Offer Share, hereby transferred by me/us, and one (1) free new warrant in MPB for every five (5) Offer Shares, hereby transferred by me/us.

I/We enclose herewith the Depositor Copy of the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") Transfer of Securities Request Form (FTF010) ("Bursa Depository Transfer Form"):

Transfer Reference No. [ ] [ ] - [ ] [ ] - [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ]

duly verified and acknowledged by my/our Authorised Depository Agent/Authorised Direct Member together with Power of Attorney<sup>(2)</sup> / official confirmation from Jabatan Akauntan Negara Malaysia<sup>(3)</sup> / 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(s)<sup>(4)</sup> / contract note(s) no.(s)<sup>(5)</sup> \_\_\_\_\_ and/or other relevant documents which are required to effect the transfer of the Offer Shares.

\*Name of Depositor / Member : \_\_\_\_\_ (Holder)

\*CDS Account No. : [ ] [ ] [ ] - [ ] [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

\*NRIC No. : Old: \_\_\_\_\_ New: \_\_\_\_\_

\*Passport No./Company Registration No. : \_\_\_\_\_

\*Nationality# : \_\_\_\_\_

\*Correspondence Address : \_\_\_\_\_

\*Contact No. : Office: \_\_\_\_\_ House: \_\_\_\_\_ Mobile: \_\_\_\_\_

\*E-mail address (if available) : \_\_\_\_\_

(\* All information given above must be as per information in the records of Bursa Depository). (# If your Offer Shares are held under nominees, please provide the nationality of the beneficial owner)

Date : \_\_\_\_\_

If Holder is an Individual

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

Signature of Holder

Director

Director/Secretary



**Notes:**

- <sup>(1)</sup> *If NSTP declares any dividend and/or distribution before the Closing Date and you are entitled to retain such dividend and/or distribution, MPB will reduce the number of Consideration Shares to be issued as consideration for the Offer Shares by reducing the consideration for each Offer Share by the quantum of the net dividend and/or distribution per NSTP Share you are entitled to retain. Similarly, if MPB declares any dividend and/or distribution before the Consideration Shares are issued and you are not entitled to such dividend and/or distribution, MPB will increase the number of Consideration Shares to be issued as consideration for the Offer Shares by reducing the issue price of the Consideration Shares by the quantum of net dividend and/or distribution per MPB Share which you are not entitled to.*
- <sup>(2)</sup> *Where Note 1(D) of this Form is applicable.*
- <sup>(3)</sup> *Where Note 1(C) of this Form is applicable.*
- <sup>(4)</sup> *Where Note 1(E) of this Form is applicable.*
- <sup>(5)</sup> *Where Note 1(F) of this Form is applicable.*
- <sup>(6)</sup> *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.*

**This Form together with any of the accompanying acceptance documents must be submitted to the Registrar at the following address:**

**Symphony Share Registrars Sdn Bhd**  
Level 26, Menara Multi-Purpose  
Capital Square  
No.8 Jalan Munshi Abdullah  
50100 Kuala Lumpur

Telephone : (603) 2721 2222  
Facsimile : (603) 2721 2530/2531