

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

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

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS FORM IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 6 DECEMBER 2024 ISSUED BY THE JOINT OFFERORS, NAMELY GATEWAY DEVELOPMENT ALLIANCE SDN BHD, PANTAI PANORAMA SDN BHD, KWASA AKTIF SDN BHD AND GIP AUREA PTE. LTD., THROUGH AMINVESTMENT BANK.

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

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed MAHB 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 the Rules of Bursa Depository.

If you intend to accept the Offer, 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.**

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

CONDITIONAL VOLUNTARY TAKE-OVER OFFER

BY

GATEWAY DEVELOPMENT ALLIANCE SDN BHD

(Registration No. 202401008832 (1554682-M))
(Incorporated in Malaysia)

PANTAI PANORAMA SDN BHD

(Registration No. 200601033845 (753604-V))
(Incorporated in Malaysia)

KWASA AKTIF SDN BHD

(Registration No. 202401013863 (1559713-K))
(Incorporated in Malaysia)

AND

GIP AUREA PTE. LTD.

(Unique Entity Number of 202407949W)
(Incorporated in Singapore)

(COLLECTIVELY, THE “JOINT OFFERORS”)

THROUGH



AmInvestment Bank

AmlInvestment Bank Berhad

(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

**ALL THE REMAINING ORDINARY SHARES IN MALAYSIA AIRPORTS HOLDINGS BERHAD NOT
ALREADY HELD BY THE JOINT OFFERORS (“OFFER SHARES”) FOR A CASH OFFER PRICE
OF RM11.00 PER OFFER SHARE (“OFFER”)**

For Holders whose Offer Shares are already credited into your CDS account, 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 as at the Closing Date, 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.

For Holders whose Offer Shares are held in scrip or certificate form and have not been deposited into CDS account, please contact the Share Registrar for the Offer at the address or contact numbers in Note 1(A)(v) of this Form of Acceptance and Transfer.

Acceptances of the Offer must be received by **5:00 p.m. (Malaysian time)** on or before **Wednesday, 8 January 2025**, being the First Closing Date or such later date(s) as the Joint Offerors and the Joint Ultimate Offerors may decide and AmInvestment Bank may announce, on behalf of the Joint Offerors, at least two (2) days before the Closing Date. Subject to the provisions of the Rules and the terms and conditions set out in the Offer Document, the Joint Offerors and the Joint Ultimate Offerors may extend the date and time for the acceptance of the Offer beyond the First Closing Date. Notice of any such extension will be posted to you accordingly.

This Form consists of seven (7) printed pages only

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. The common seal must be affixed and witnessed in accordance with your Constitution or other applicable regulations and signed on your behalf by an authorised officer or attorney in accordance with your Constitution or other applicable regulations.

Please refer to the following procedures to facilitate your completion of this Form:

1. (A) If your Offer Shares are already credited into your CDS account

To accept the Offer, you are required to:

- (i) complete and sign this Form;
- (ii) complete and sign the Bursa Depository Transfer Form, which can be obtained from your ADA/ADM, according to 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 shown below; and
 - (e) category and approved reason for transfer as shown below.

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

CDS account no.	: 086-001-078118205
Name of transferee	: GATEWAY DEVELOPMENT ALLIANCE 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 in the CDS account on any Market Day prior to the Closing Date.

The transfer request must be submitted by 3:30 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; and

- (v) enclose the following:
 - (a) the Depositor's 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; and
 - (b) this completed and signed Form,

NOTES REGARDING THE COMPLETION AND LODGMENT OF THIS FORM (Cont'd)

and despatch the said documents by ordinary mail at your own risk or delivery by hand to the Share Registrar for the Offer, so as to arrive **by 5:00 p.m. (Malaysian time) on or before the Closing Date**, at the following address:

Boardroom Share Registrars Sdn Bhd
(Registration No: 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

Helpdesk telephone no. : +(60)3 7890 4700
Facsimile no. : +(60)3 7890 4670

The Share Registrar for the Offer will not issue any acknowledgment of the receipt of this Form and the accompanying documents in respect of the Offer. Proof of time of postage does not constitute proof of time of receipt by the Share Registrar for the Offer.

A return envelope is hereby enclosed for your convenience.

You may also send this Form of Acceptance and Transfer electronically to the Share Registrar for the Offer at <http://investor.boardroomlimited.com> in which case you are not required to submit this physical form. Instructions on how to submit this Form of Acceptance and Transfer electronically are stated in Section 1.1, Step 3A of Appendix II of the Offer Document.

(B) If the Holder is away from his/her/its registered address in Malaysia and this Form is received by an 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/it 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 Share Registrar for the Offer at the address stated 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

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, and the procedures set out in Note 1(A) above will then be applicable.

NOTES REGARDING THE COMPLETION AND LODGMENT OF THIS FORM (Cont'd)

(D) If you have purchased the Offer Shares before the Closing Date but the Offer Shares have not been credited into your CDS account as at the Closing Date

To accept the Offer, you should lodge this completed and signed Form together with the relevant contract note for the Offer Shares as evidence of your beneficial ownership of the Offer Shares with the Share Registrar for the Offer at the address stated in Note 1(A)(v) above, so as to arrive by 5:00 p.m. (Malaysian time) on or before the Closing Date.

You must then perform the procedures as set out in Notes 1(A)(ii) and (iii) above.

Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1(A)(iv) above and then send the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM to the Share Registrar for the Offer at the address stated in Note 1(A)(v) above so as to arrive 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) above are applicable to you. You should also refer to **Section 3 of Appendix II** of the Offer Document for further information.

If you wish to accept the Offer, you are solely responsible (including consulting professional advisers in the relevant jurisdiction, if necessary) 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) receipt of cash payment in Ringgit Malaysia (RM) 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, including legal and regulatory requirements to be observed; and
- (v) payment of any cost relating to the transfer or tax or duty due in such jurisdiction.

You will be solely responsible for the payment of any transfer fee, tax, duty or other requisite payment due in such jurisdiction. The Joint Offerors, AmlInvestment Bank and the Share Registrar for the Offer shall be fully indemnified and held harmless by you for any transfer fee, tax, duty or other requisite payment 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 to sell or offer to purchase your 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; or
- (iii) use this Form unlawfully by contravening any relevant registration or other legal requirements.

NOTES REGARDING THE COMPLETION AND LODGMENT OF THIS FORM (Cont'd)

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. You must complete this Form in English or Bahasa Malaysia. The completed Form should be submitted to the Share Registrar for the Offer at the address stated in Note 1(A)(v) above or via <https://investor.boardroomlimited.com> 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 the Joint Offerors. Amendments must be clearly legible and should be countersigned by you.
4. You may obtain additional copies of this Form from the office of the Share Registrar for the Offer at the address stated in Note 1(A)(v) above 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. You may also download this Form from the website of Bursa Securities at www.bursamalaysia.com.
5. Further instructions are contained in **Appendix II** of the Offer Document.
6. If you fail to comply with any of the term and condition pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, the Joint Offerors may, at their discretion, consider that you have not accepted the Offer. The Joint Offerors' decision is final and binding.

SETTLEMENT OF THE CASH CONSIDERATION UNDER THE OFFER CANNOT BE MADE UNTIL ALL RELEVANT DOCUMENTS HAVE BEEN PROPERLY COMPLETED, SIGNED AND LODGED WITH THE SHARE REGISTRAR FOR THE OFFER AT THE ADDRESS STATED IN NOTE 1(A)(V) ABOVE BY THE CLOSING DATE. ALL DOCUMENTS SENT TO THE SHARE REGISTRAR FOR THE OFFER BY ORDINARY MAIL OR BY COURIER OR BY HAND OR VIA <https://investor.boardroomlimited.com> WILL BE AT YOUR OWN RISK.

THE LATEST TIME AND DATE FOR THE LODGEMENT OF THIS COMPLETED AND SIGNED FORM (TOGETHER WITH THE DEPOSITOR'S COPY OF THE BURSA DEPOSITORY TRANSFER FORM DULY VERIFIED AND ACKNOWLEDGED BY YOUR ADA/ADM AND WHERE APPLICABLE, THE RELEVANT CONTRACT NOTE FOR THE OFFER SHARES AND/OR OTHER DOCUMENT(S) OF TITLE) IS AT 5:00 P.M. (MALAYSIAN TIME) ON THE CLOSING DATE, SUBJECT TO NOTE 1(D) ABOVE, IF YOUR OFFER SHARES HAVE NOT BEEN CREDITED INTO YOUR CDS ACCOUNT AS AT THE CLOSING DATE.

Notes:

- (1) *If MAHB declares, makes and/or pays any Distribution on or after the date of the Notice but prior to the Closing Date and you are entitled to retain such Distribution, the Offer Price will be reduced by an amount equivalent to the net Distribution for each Offer Share which you are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event the entitlement date for the Distribution is after the Closing Date.*
- (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) *Delete (a) or (b) as applicable.*
- (6) *A corporation must affix its common seal which must be witnessed and signed on its behalf by an authorised officer or attorney in accordance with its Constitution or other applicable regulations.*

This completed and signed Form together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, the relevant contract note for the Offer Shares and/or other document(s) of title must be submitted to the Share Registrar for the Offer at the following address by 5:00 p.m. (Malaysian time) on or before the Closing Date:

Boardroom Share Registrars Sdn Bhd
(Registration No: 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

Helpdesk telephone no. : +(60)3 7890 4700
Facsimile no. : +(60)3 7890 4670

Alternatively, you may submit this Form of Acceptance and Transfer electronically to the Share Registrar for the Offer BSIP Online platform at <https://investor.boardroomlimited.com> by 5.00 p.m. on or before Closing Date, in which case you are not required to submit physical copies.

To facilitate electronic delivery of documents in the future, it is important for you to register your email address with Bursa Depository via:

- (i) https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement: or
- (ii) Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store (please refer to <http://www.bursamarketplace.com/anywhere/> for instructions to download the application).