

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take or may require advice in relation to the Offer (as defined herein), you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your SEGi Shares (as defined herein) and Warrants (as defined herein), you should hand this Notice immediately to the purchaser or stockbroker or agent through whom you had effected the sale or transfer for onward transmission to the purchaser or transferee.

Neither the Securities Commission Malaysia (“SC”) nor Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has reviewed this Notice and as such each of the SC and Bursa Securities shall not have any responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

NOTICE TO THE HOLDERS

OF

SEG INTERNATIONAL BHD (“SEGi”)

IN RELATION TO THE

UNCONDITIONAL TAKE-OVER OFFER

By



RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

ON BEHALF OF

PINNACLE HERITAGE SOLUTIONS SDN BHD

(Company No. 980644-K)

(Incorporated in Malaysia under the Companies Act, 1965)

(“OFFEROR”)

TO ACQUIRE

- (I) ALL THE REMAINING ORDINARY SHARES OF RM0.25 EACH IN SEGi (“SEGi SHARES”) (EXCLUDING ALL THE TREASURY SHARES HELD BY SEGi) NOT ALREADY OWNED BY THE OFFEROR AND PERSONS ACTING IN CONCERT WITH IT (“PACS”);**
- (II) ALL THE OUTSTANDING WARRANTS 2010/2015 ISSUED BY SEGi (“WARRANTS”) NOT ALREADY OWNED BY THE OFFEROR AND ITS PACS; AND**
- (III) ALL THE NEW SEGi SHARES THAT MAY BE ISSUED PRIOR TO THE CLOSING OF THE OFFER ARISING FROM THE EXERCISE OF THE OUTSTANDING WARRANTS,**

FOR A CASH OFFER PRICE OF RM1.714 PER SEGi SHARE (“OFFER SHARES”) AND RM1.214 PER WARRANT (“OFFER WARRANTS”) (“OFFER”)

This Notice is dated 5 June 2012



RHB Investment Bank Berhad

5 June 2012

**Registered Office of:-
PINNACLE HERITAGE SOLUTIONS SDN BHD**
Level 21, Suite 21.01
The Gardens South Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur.

**Registered Office of:-
RHB Investment Bank Berhad**
Level 10, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur

To : **The Holders of the Offer Shares and Offer Warrants**

Dear Sir/Madam,

UNCONDITIONAL TAKE-OVER OFFER BY RHB INVESTMENT BANK BERHAD ("RHB INVESTMENT BANK") ON BEHALF OF THE OFFEROR TO ACQUIRE:-

- (I) ALL THE REMAINING SEGi SHARES (EXCLUDING ALL THE TREASURY SHARES HELD BY SEGi) NOT ALREADY OWNED BY THE OFFEROR AND ITS PACS;**
- (II) ALL THE OUTSTANDING WARRANTS NOT ALREADY OWNED BY THE OFFEROR AND ITS PACS; AND**
- (III) ALL THE NEW SEGi SHARES THAT MAY BE ISSUED PRIOR TO THE CLOSING OF THE OFFER ARISING FROM THE EXERCISE OF THE OUTSTANDING WARRANTS,**

FOR A CASH OFFER PRICE OF RM1.714 PER OFFER SHARE AND RM1.214 PER OFFER WARRANT

We refer to the offer document dated 16 May 2012 which sets out the details, terms and conditions of the Offer ("**Offer Document**") and the press notice dated 4 June 2012 on the extension of the closing date and time for acceptance of the Offer, issued by RHB Investment Bank on behalf of the Offeror.

In this respect, on behalf of the Offeror, RHB Investment Bank wishes to notify the holders of the Offer Shares and Offer Warrants that the closing date and time for acceptance of the Offer is extended from 5.00 p.m. (Malaysian time) on 6 June 2012 to 5.00 p.m. (Malaysian time) on 20 June 2012 ("**Extended Closing Date**"). Save for the Extended Closing Date, all other details, terms and conditions of the Offer remain unchanged.

The position and level of acceptances of the Offer as at 5.00 p.m. (Malaysian time) on 4 June 2012 are as follows:-

(I) Offer Shares

	No. of SEGi Shares	% of issued and paid-up share capital of SEGi
SEGi Shares held by the Offeror and its PACs at the time of posting of the Offer Document on 16 May 2012 (" Posting Date ")	307,313,480	57.62
SEGi Shares held by the Offeror and its PACs after adjusting for the SEGi Shares issued and allotted pursuant to the exercise of the Warrants by the Offeror on 31 May 2012 (" Exercise of Warrants ")	386,372,680	63.09*

	No. of SEGi Shares	% of issued and paid-up share capital of SEGi
SEGi Shares for which acceptances have been received (which are complete and valid in all respects) by the Offeror after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	7,350,124	1.20*
SEGi Shares acquired or agreed to be acquired by the Offeror (excluding acceptances) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	250,000	0.04*
	393,972,804	64.33*
SEGi Shares for which acceptances have been received (which are subject to verification) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	2,238,680	0.36*

Note:-

* Based on the issued and paid-up share capital of SEGi as at 4 June 2012 of 612,382,388 SEGi Shares (inclusive of 79,059,200 SEGi Shares which were issued and allotted pursuant to the Exercise of Warrants and excluding 26,040,600 treasury shares held by SEGi).

(II) Offer Warrants

	No. of Warrants	% of total Warrants
Warrants held by the Offeror and its PACs at the time of the Posting Date	137,242,800	72.61
Warrants held by the Offeror and its PACs after the Exercise of Warrants	58,183,600	52.92*
Warrants for which acceptances have been received (which are complete and valid in all respects) by the Offeror after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	11,575,880	10.53*
Warrants acquired or agreed to be acquired by the Offeror (excluding acceptances) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	277,600	0.25*
	70,037,080	63.70*
Warrants for which acceptances have been received (which are subject to verification) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 4 June 2012	18,594,340	16.91*

Note:-

* Based on the total number of Warrants as at 4 June 2012 of 109,956,154 Warrants (after the Exercise of Warrants).

If you wish to accept the Offer, you are advised to refer to the Offer Document for the terms and conditions of the Offer and the procedures for accepting the Offer. If you have already accepted the Offer, you do not need to take any further action.

You do not need to take any action if you decide not to accept the Offer.

Yours faithfully,
RHB INVESTMENT BANK BERHAD

JAIMIE SIA
Head of Investment Banking

JASON LAM
Vice President
Corporate Finance