

**APPENDIX II**

**FORM OF PROXY**

**IN THE HIGH COURT OF JUSTICE (IN ENGLAND)  
No. 5311 of 2008  
CHANCERY DIVISION  
COMPANIES COURT**

**IN THE MATTER OF:**

**MALAYAN INSURANCE COMPANY (U.K.) LIMITED**

**and**

**IN THE MATTER OF THE COMPANIES ACT 2006**

(For use in preparation for and at the meeting ('**the Creditors' Meeting**') of the Company's Scheme Creditors (as defined in the proposed Scheme of Arrangement of Malayan Insurance Company (UK) Limited ('**the Company**')) to be held on **1 October 2008** at the offices of the Proposed Scheme Manager, Chilton International Limited ('**Chilton**'), Holland House, 1-4 Bury Street, London EC3A 5AW commencing at 12 noon. All Scheme Creditors are requested to attend at such place and time either in person or by proxy. This Form uses words and expressions which are defined and to be found in the Scheme document.)

**MALAYAN INSURANCE COMPANY (U.K.) LIMITED**

C/O Chilton International Limited,  
Holland House,  
1-4 Bury Street,  
London EC3A 5AW

**I/We, ..... Note (1)**

**(Creditor Reference No:.....)**

**of .....,**

**Contact Name(2).....Position/Capacity:.....**

**Email/Fax No:..... Telephone No: .....**

**being a Scheme Creditor of the above-named company in the sum of:**

**Amount:(3).....Currency: .....**

**Amount:(3)..... Currency: .....**

**Malayan Insurance Company (U.K.) Limited –Scheme of Arrangement- Proxy Form**

**HEREBY APPOINT** the Chairman of the Meeting of Scheme Creditors, or failing him,  
(name).....

of (address).....

as my/our proxy to vote in my/our name and on my/our behalf at the meeting of Scheme Creditors of the Company, to be held on **1 October 2008**, (and at any adjournment thereof) to vote for or against or at his discretion in relation to the Scheme Resolution (either with or without modification as my/our proxy may approve).

This form is to be used in respect of the Scheme Resolution (with or without modification) as follows: **(Note (4))**

**Scheme Resolution :**                      **\*for**                      **\*against**                      **\*At Discretion**

**\*Strike out whichever is not desired. If you wish your proxy to vote at his discretion, you are advised to appoint someone other than the Chairman of the Scheme Meeting as your proxy.**

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

**Note (2)**

**Signed:** (Signature)

**Name:** (Print)

**Position/ Capacity:**

**This ..... day of .....2008**

**INSTRUCTIONS FOR COMPLETION OF THE FORM OF PROXY**

**INTRODUCTION**

A meeting of Scheme Creditors has been convened for Scheme Creditors who have so far been identified from the Company`s records and who are entitled to attend and vote at the meeting of creditors, to consider and, if thought fit, approve the Scheme.

Please complete the Form of Proxy for use at the meeting of Scheme Creditors as follows:

- (1) Enter the name, address and creditor reference of the Scheme Creditor **in block capitals** unless it is already correctly stated. Please correct any name mis-stated. If you are the duly authorised agent and/or attorney of a number of Scheme Creditors, complete a separate Form of Proxy in respect of each Scheme Creditor (photocopying the form as many times as necessary), and provide evidence (which must be satisfactory to the Chairman of the Scheme Meeting) of your authority to execute the Form of Proxy on each Scheme Creditor`s behalf. Please note that each Scheme Creditor which is a company within a group of companies must complete a separate Form of Proxy in relation to each company, as a group submission is not permissible.
- (2) If you are the duly authorised representative of a corporation or a partnership or other unincorporated body of person, or the duly authorised agent and/or attorney of a number of Scheme Creditors, enter your name **in block capitals** and the capacity in which you have are signing the Form of Proxy (for example, director, partner or agent and/or attorney). If you are the duly authorised representative of a number of companies which are Scheme Creditors, a separate Form of Proxy (photocopying the form as many times as necessary) should be completed in respect of each company.
- (3) Enter the estimated total amount of the Scheme Claim(s). If a Scheme Creditor has Scheme Claims in separate currencies, please enter the total amount of such claims in each currency on a separate line. The amount(s) entered should correspond to the net total specified in column (12) of the Voting Form(s) submitted on behalf of the Scheme Creditor. Chilington International Limited, as proposed Scheme Manager, will convert amounts in any currency other than pounds sterling at the "Relevant Rate of Exchange" as defined in the proposed Scheme (i.e. the closing mid-market rate of exchange applying to a particular currency against Sterling, as published in the Financial Times on the relevant date, which is, for purpose of the Scheme Meeting, the date being 10 Business Days before the date for which the Creditors` Meeting is summoned).
- (4) If you wish to appoint a person other than the Chairman of the Scheme Meeting as your proxy, delete the words "the Chairman of the Meeting of Scheme Creditors" and enter the name of the person to be appointed. The person to be appointed as your proxy need not be a Scheme Creditor. If you have appointed a person other

## **Malayan Insurance Company (U.K.) Limited –Scheme of Arrangement- Proxy Form**

than the Chairman of the meetings as your proxy, that person must attend in person at the Scheme Meeting in order to represent the Scheme Creditor and vote on that Scheme Creditor's behalf.

If you wish to instruct your proxy to vote on the proposal in relation to the Scheme, please strike out whichever of - "**FOR**", "**AGAINST**" and "**AT DISCRETION**" is not desired. If you wish your proxy to vote at his discretion, you are advised to appoint someone other than the Chairman of the Scheme Meeting as your proxy. Unless otherwise clearly instructed, the proxy may vote as he thinks fit or abstain from voting.

### **GENERAL NOTES**

- (A) You are requested to complete the Form of Proxy and return it, along with the completed Voting Form and any supporting schedules and information, as soon as possible, and in any event so that it is received at least 48 hours before the time scheduled for the Scheme Creditors' Meeting, by Post to Anne Bagshaw at Chilmington International Limited., Holland House, 1-4 Bury Street, London EC3A 5AW (Tel +44 (0)20 7621 6332). Alternatively, Scheme Creditors may send their Form of Proxy either by fax to fax number +44 (0)20 7621 6344/55 (Attention: Anne Bagshaw) or by email (in PDF format) to [abagshaw@chilmington.co.uk](mailto:abagshaw@chilmington.co.uk) by the same time on the same date. Scheme Creditors are urged to return their completed Forms of Proxy and Voting Forms in advance of the Scheme Meeting although they may be handed in at the registration desk at the venue of the Scheme Meeting at least one hour prior to the scheduled commencement of the Scheme Meeting. Forms will be accepted only if they are legible.
- (B) Any alteration to the Form of Proxy must be initialled by the person who signs it.
- (C) Please ensure that you complete the Voting Form which accompanies this Proxy Form. If you are the duly authorized agent/and or attorney of a number of Scheme Creditors you should complete a separate Voting Form for each Scheme Creditor for whom you act (photocopying the form as many times as necessary). The instructions for completing the Voting Form accompany that form.