

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken 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 of your Offer Shares (as defined herein), you should hand this Notice immediately to the stockbroker or agent through whom you had effected the sale or transfer for onward transmission to the purchaser or transferee.

Neither the Securities Commission (“**SC**”) nor Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has perused this Notice and as such, the SC and Bursa Securities takes no 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 SHAREHOLDERS OF NCB HOLDINGS BHD
IN RELATION TO THE
UNCONDITIONAL TAKE-OVER OFFER**

BY



MMC PORT HOLDINGS SDN BHD

(Formerly known as MMC Ventures Sdn Bhd)

(Company No. 748557-X)

(Incorporated in Malaysia under the Companies Act, 1965)

(“OFFEROR”)

THROUGH



RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**TO ACQUIRE ALL THE REMAINING ORDINARY SHARES OF RM1.00 EACH IN
NCB HOLDINGS BHD NOT ALREADY OWNED BY THE OFFEROR (“OFFER
SHARES”) FOR A CASH OFFER PRICE OF RM4.40 PER OFFER SHARE**

This Notice is dated 5 January 2016



RHB Investment Bank Berhad 19663-P
(A Participating Organisation of Bursa Malaysia Securities Berhad)
Level 12, Tower 3, RHB Centre, Jalan Tun Razak
50400 Kuala Lumpur, Malaysia
TEL +603 9287 3888 FAX +603 9287 2233/3355/4770

5 January 2016

Registered office of
MMC Port Holdings Sdn Bhd
(Formerly known as MMC Ventures Sdn Bhd)
Ground Floor
Wisma Budiman
Persiaran Raja Chulan
50200 Kuala Lumpur
Malaysia

Registered office of
RHB Investment Bank Berhad

Level 10, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Malaysia

To: The Holders

Dear Sir/Madam,

UNCONDITIONAL TAKE-OVER OFFER BY MMC PORT, THROUGH RHB INVESTMENT BANK, TO ACQUIRE ALL THE OFFER SHARES FOR THE OFFER PRICE (“OFFER”)

(Unless otherwise stated, the words and abbreviations used herein shall have the same meaning as defined in the offer document in relation to the Offer dated 16 December 2015 which sets out the details, terms and conditions of the Offer (“Offer Document”).

We refer to the following which was issued by RHB Investment Bank on behalf of the Offeror:

- (i) the Offer Document; and
- (ii) the press notice dated 4 January 2016 in relation to the extension of the closing date and time for acceptance of the Offer.

In this respect, on behalf of the Offeror, RHB Investment Bank wishes to notify the Holders that the closing date and time for acceptance of the Offer has been extended from 5.00 p.m. (Malaysian Standard Time) on Wednesday, 6 January 2016 to 5.00 p.m. (Malaysian Standard Time) on Wednesday, 20 January 2016 (“**Extended Closing Date**”), unless otherwise further extended by the Offeror subject to the provisions of the Code. Save for the Extended Closing Date, all other details, terms and conditions of the Offer remain unchanged.

Paragraph 8.02(1) of the Listing Requirements provides that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. As stated in Section 5 of the Offer Document, **MMC Port does not intend to maintain the listing status of NCB** and as such will not be taking any step to address any shortfall in the public shareholding spread of NCB.



In accordance with Section 26(1) of the Code, the details of the level of acceptances of the Offer as at 5.00 p.m. (Malaysian Standard Time) on Monday, 4 January 2016 are as set out below:

	No. of NCB Shares	% of total issued and paid-up share capital of NCB
Offer Shares for which acceptances of the Offer (which are complete and valid in all respects) have been received by the Offeror after the Posting Date and up to 5.00 p.m. (Malaysian Standard Time) on 4 January 2016	15,862,524	3.37
NCB Shares held by the Offeror as at the Posting Date	392,864,852	83.55
Offer Shares agreed to be acquired by the Offeror (other than by way of acceptances of the Offer) after the Posting Date and up to 5.00 p.m. (Malaysian Standard Time) on 4 January 2016	-	-
Offer Shares acquired by the Offeror (other than by way of acceptances of the Offer) after the Posting Date and up to 5.00 p.m. (Malaysian Standard Time) on 4 January 2016	-	-
Total Offer Shares held by MMC Port as at 4 January 2016	408,727,376	86.92
Offer Shares for which acceptances of the Offer have been received by the Offeror (which are subject to verification) after the Posting Date and up to 5.00 p.m. (Malaysian Standard Time) on 4 January 2016	27,727,170	5.89
	436,454,546	92.81

Holders who wish to accept the Offer are advised to refer to the Offer Document for the details, terms and conditions of the Offer and the procedures for acceptance of the Offer. Holders are also advised to consider carefully the Independent Advice Circular dated 28 December 2015 issued by Kenanga Investment Bank Berhad before making any decision. You do not need to take any action if you have already sold your NCB Shares or have already accepted the Offer, or if you do not wish to accept the Offer.

Yours faithfully,
For and on behalf of
RHB INVESTMENT BANK BERHAD

TOMMY HAR
Director
Co-Head, Corporate Finance

PUAR CHIN JONG
Director
Corporate Finance