

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 take no responsibility for the contents of this Notice, make no representation as to its accuracy or completeness and disclaim 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

WHO HAVE NOT ACCEPTED 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 22 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

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

22 January 2016

To the shareholders of NCB Holdings Bhd (“NCB”) who have not accepted the Offer (as defined herein)

Dear Sir/Madam,

NOTICE PURSUANT TO SUBSECTION 223(2) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 (“CMSA”) IN RESPECT OF THE UNCONDITIONAL TAKE-OVER OFFER BY MMC PORT HOLDINGS SDN BHD (FORMERLY KNOWN AS MMC VENTURES SDN BHD) (“OFFEROR”) THROUGH RHB INVESTMENT BANK BERHAD TO ACQUIRE ALL THE REMAINING ORDINARY SHARES OF RM1.00 EACH IN NCB (“NCB SHARES”) NOT ALREADY OWNED BY THE OFFEROR (“OFFER SHARES”) FOR A CASH OFFER PRICE OF RM4.40 PER OFFER SHARE (“OFFER”)

Reference is made to the enclosed notice to the shareholders of NCB who have not accepted the Offer dated 22 January 2016 issued by the Offeror pursuant to Subsection 223(2) of the CMSA (“Offeror’s Notice”).

On behalf of the Offeror, RHB Investment Bank Berhad wishes to inform you that as set out in the Offeror’s Notice, you may exercise your rights under Section 223 of the CMSA by serving a notice to require the Offeror to acquire your NCB Shares, on the terms as set out in the offer document in relation to the Offer dated 16 December 2015 (“Offer Document”), or such other terms as may be agreed or as the High Court deems fit, on an application made to it by you or by the Offeror.

Such notice to the Offeror may be given, by completing the notice enclosed with this letter (“Shareholder’s Notice”) and despatch by ordinary mail at your own risk or deliver by hand and/or courier, to Symphony Share Registrars Sdn Bhd (“Registrar”) so as to arrive no later than 5.00 p.m. (Malaysian Standard Time) on 22 April 2016, being three (3) months from the date of the Offeror’s Notice. Information on the relevant procedures for transfer of NCB Shares and method of settlement is enclosed herewith and you may also refer to the Offer Document for further details of the Offer.

You do not need to take any action should you wish to retain your NCB Shares. You should only give notice to the Offeror if you require the Offeror to acquire your NCB Shares in accordance with the above. However, please take note that the NCB Shares will be suspended from trading with effect from 9.00 a.m. (Malaysian Standard Time) on Friday, 29 January 2016 and the Offeror intends to procure NCB to make the necessary application to withdraw its listing status from the Official List of Bursa Malaysia Securities Berhad (“Bursa Securities”) in accordance with Paragraph 16.07 of the Main Market Listing Requirements of Bursa Securities. Accordingly, you may hold suspended and unlisted NCB Shares should you wish to retain your NCB Shares.

www.rhbgroup.com

RHB Group @RHBGroup RHB Group



The information above is not intended to be comprehensive in regard to your rights and options under Section 223 of the CMSA and/or any other related provisions of the CMSA. **If you are not certain of any matter arising from this letter or the Offeror's Notice, or of your rights or options arising under Section 223 of the CMSA and/or any other related provisions of the CMSA, or otherwise in relation to any legal, regulatory or other matters which may affect you, please consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

Should you have any question on the above, please do not hesitate to contact the Registrar, whose normal business hours are from 8.30 a.m. to 5.30 p.m. (Malaysian Standard Time) from Monday to Friday (excluding public holidays in Selangor Darul Ehsan, Malaysia), as follows:

Symphony Share Registrars Sdn Bhd (378993-D)

Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone No. : +603 - 7849 0777 (help desk)
Facsimile : +603 - 7841 8151 / 8152

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

TOMMY HAR
Director
Co-Head, Corporate Finance

PUAR CHIN JONG
Director
Corporate Finance



MMC Port Holdings Sdn Bhd (748557-X)
(formerly known as MMC Ventures Sdn Bhd)
Ground Floor, Wisma Budiman
Persiaran Raja Chulan
50200 Kuala Lumpur

Tel: 03-2071 1000 Fax: 03-2026 2378

NOTICE TO SHAREHOLDERS WHO HAVE NOT ACCEPTED THE TAKE-OVER OFFER

(Issued pursuant to Subsection 223(2) of the Capital Markets and Services Act 2007)

To: Shareholders who have not accepted the take-over offer

In this notice:-

NCB Holdings Bhd (Company No. 475221-K) is referred to as "**the Offeree**", and MMC Port Holdings Sdn Bhd (748557-X) (formerly known as MMC Ventures Sdn Bhd) is referred to as "**the Offeror**".

An unconditional take-over offer was extended by RHB Investment Bank Berhad ("**RHB Investment Bank**") on behalf of the Offeror to acquire all the remaining ordinary shares of RM1.00 each in the Offeree ("**NCB Shares**") not already owned by the Offeror ("**Offer Shares**") for a cash offer price of RM4.40 per NCB Share ("**Offer**") on the 16th day of December, 2015.

In pursuance of the Offer, the Offeror has, by virtue of acceptances of the Offer, acquired 62,349,973 NCB Shares on the 20th day of January, 2016, to which the Offer relates.

The Offeror hereby gives you notice, in pursuance of the provisions of Subsection 223(1) of the Capital Markets and Services Act 2007 ("**CMSA**"), that those shares together with such other shares in the Offeree as were held by the Offeror, or by a nominee for, or for a related corporation of the Offeror at the period mentioned in Subsection 223(1) of the CMSA comprise or include nine-tenths (9/10) in nominal value of the 470,252,708 NCB Shares.

In pursuance of those provisions, you may, by the 22nd day of April, 2016, which is three (3) months from the date of this Notice, give notice that you require the Offeror to acquire your holding of all NCB Shares in the Offeree Company, and if you give that notice the Offeror will be entitled and bound to acquire your NCB Shares, on terms of the Offer as set out in the offer document in relation to the Offer dated on the 16th day of December, 2015, or such other terms as may be agreed or as the High Court, on application made to it by you or by the Offeror, thinks fit to order.

Dated this 22nd day of January, 2016.

For and on behalf of
MMC PORT HOLDINGS SDN BHD
(FORMERLY KNOWN AS MMC VENTURES SDN BHD)

MOHD SHAHAR YOPE @ YAHYA
Director

PROCEDURE FOR TRANSFER AND METHOD OF SETTLEMENT

If you are an individual, you must, except as mentioned below, personally sign the Shareholder's Notice. If you are a corporation, you must execute the Shareholder's Notice under your common seal, the common seal being affixed and witnessed in accordance with your Articles of Association or other applicable regulations and signed on your behalf by an authorised officer or attorney.

1. TRANSFER OF SHARES

(A) If your NCB Shares are deposited into your Central Depository System ("CDS") account

To require the Offeror to acquire your NCB Shares on the terms of the Offer as set out in the Offer Document, you are required to:

- (i) Complete and sign the Shareholder's Notice. You may also download the Shareholder's Notice from the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com;
- (ii) Complete and sign the Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") Transfer of Securities Request Form (FTF 010) ("**Bursa Depository Transfer Form**"), which can be obtained from your authorised depository agent, as defined in the Rules of Bursa Depository ("**ADA**")/authorised direct member, as defined in the Rules of Bursa Depository ("**ADM**"), in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form. You may also download the Bursa Depository Transfer Form from the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com;
- (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 appearing below; and
 - (e) Category and approved reason for transfer as appearing below.

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

CDS account No.	: 087-018-059306795
Name of transferee	: MMC Port Holdings 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 NCB Shares under the CDS on any market day prior to 22 April 2016, being three (3) months from the date of the Offeror's Notice.

The transfer of securities shall be effected on the same market day provided that the request for transfer is submitted by 4.00 p.m. (Malaysian Standard Time) and is in compliance with the directions and Rules of Bursa Depository; and

- (v) Enclose the Depositor's Copy of your 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 Shareholder's Notice and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note(s) and despatch by ordinary mail at your own risk or deliver by hand and/or courier, to the share registrar ("**Registrar**") at the following address, so as to arrive **not later than 5.00 p.m. (Malaysian Standard Time) on 22 April 2016, to the Registrar, whose normal business hours are from 8.30 a.m. to 5.30 p.m. (Malaysian Standard Time)** from Monday to Friday (excluding public holidays in Selangor Darul Ehsan, Malaysia), at the following address:-

By hand and/or courier

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone No. : +603 - 7849 0777 (help desk)
Facsimile : +603 - 7841 8151 / 8152

By ordinary mail

Symphony Share Registrars Sdn Bhd
Peti Surat 9150
Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor Darul Ehsan
Malaysia

- (B) If the holder of NCB Shares ("Shareholder") is away from his registered address and the Shareholder's Notice is received by an agent of the Shareholder**

The agent of the Shareholder should send the Shareholder's Notice by the quickest means (e.g. courier or express post) to the Shareholder for execution or, if he has executed a Power of Attorney, have the Shareholder's Notice 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 the Shareholder's Notice for noting and lodged with the Registrar at the address set out in Section 1(A)(v) above.

The Shareholder should then proceed to perform the procedures as set out in Section 1(A) above. No other signature is acceptable.

- (C) If the Shareholder is deceased**

In order to transfer the NCB Shares of the deceased, 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 NCB 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. The Shareholder's Notice must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the NCB Shares have been effectively transferred by Bursa Depository and who is registered as the holder of the NCB Shares and the procedures set out in Section 1(A) above shall be applicable.

- (D) If you are a Shareholder (including without limitation, custodian, nominee and trustee) who is a citizen or national of, or resident in, or has a registered address in a jurisdiction outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia ("Non-Resident Shareholder")**

To require the Offeror to acquire your NCB Shares on the terms of the Offer as set out in the Offer Document, the procedures set out below and in Section 1(A) are applicable to Non-Resident Shareholder.

If you require the Offeror to acquire your NCB Shares, you are solely responsible 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 sale, including without limitation the following:

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities required to be observed; and
- (v) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You shall be solely responsible for the payment of any transfer fees or taxes or other requisite payments due in such jurisdiction. The Offeror, the Registrar and RHB Investment Bank shall be entitled to 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 Offeror's Notice and the Shareholder's Notice in any jurisdiction other than Malaysia, you may not:

- (i) treat the same as constituting an invitation or offer to sell your securities;
- (ii) use the Shareholder's Notice unlawfully by contravening any relevant registration or other legal requirements; or
- (iii) use the Shareholder's Notice, if in the relevant jurisdiction, the Offeror's Notice and the Shareholder's Notice be received or used by you.

In such circumstances, the Offeror's Notice and the Shareholder's Notice are sent for **information only** and any use or acceptance thereof may be invalid and disregarded.

(E) If you are a Resident or Non-Resident Shareholder whose NCB Shares have been transferred to the Minister of Finance (Incorporated) ("MoF Inc.")

If your NCB Shares have been transferred to MoF Inc., you are not eligible to require the Offeror to acquire your NCB Shares on the terms of the Offer as set out in the Offer Document.

Resident and Non-Resident Shareholders whose NCB Shares have been transferred to MoF Inc. may request the Accountant General Department of Malaysia to sell or dispose their NCB Shares held by MoF Inc. under Section 29 of the Securities Industries (Central Depositories) Act 1991 ("**SICDA**") by proceeding to the Accountant General Department of Malaysia office at the following address during normal working hours between 8:00 a.m. to 5:30 p.m. from Monday to Friday to complete and execute Form SPS 2 (*i.e. Request to Sell/Dispose of Securities under Section 29 of the SICDA form*) as issued by the Accountant General Department of Malaysia:

Accountant General Department of Malaysia
Ministry of Finance Complex
No.1, Persiaran Perdana
Precinct 2
62594 Putrajaya
Malaysia

Telephone No. : +603 - 8882 1000
Facsimile : +603 - 8882 1042

Resident and Non-Resident Shareholders whose NCB Shares have been transferred to MoF Inc. are thereafter eligible to reclaim the proceeds from the sale by the Accountant General Department of Malaysia from the Registrar of Unclaimed Moneys at the same address as stated above.

2. This Form must be completed in English or Bahasa Malaysia only and submitted to the Registrar at the address set out in Section 1(A)(v) 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 Offeror. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of the Shareholder's Notice may be obtained from the office of the Registrar, at the address set out in Section 1(A)(v).

5. **METHOD OF SETTLEMENT**

The settlement of the consideration will be effected via remittance in the form of cheque(s), banker's draft or cashier's order which will be despatched by ordinary mail to you (or your designated agents, as you may direct) at your registered Malaysian address last maintained with Bursa Depository at your own risk within ten (10) days from the receipt of the Shareholder's Notice and requisite supporting documents.

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Notes:

- (1) *Where Section 1(B) of this Notice is applicable.*
- (2) *Where Section 1(C) of this Notice is applicable.*
- (3) *A corporation must affix its common seal which must be witnessed in accordance with its Articles of Association or other applicable regulations and signed on its behalf by an authorised officer or attorney.*

This Shareholder's Notice together with the Depositor's Copy of Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note(s) must be submitted to the Registrar at the following address:

By hand and/or courier

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

By ordinary mail

Symphony Share Registrars Sdn Bhd
Peti Surat 9150
Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone No. : +603 - 7849 0777 (help desk)
Facsimile : +603 - 7841 8151 / 8152