



## MMC Corporation Berhad

(Company No. 30245-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of MMC Corporation Berhad ("MMC" or "Company") will be held at Mahkota II, Hotel Istana, 73, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Wednesday, 25 November 2015 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution:

#### ORDINARY RESOLUTION

- (I) PROPOSED ACQUISITION OF A TOTAL OF 251,195,573 ORDINARY SHARES OF RM1.00 EACH IN NCB HOLDINGS BERHAD ("NCB") ("NCB SHARES"), REPRESENTING APPROXIMATELY 53.42% EQUITY INTEREST IN NCB BY MMC PORT HOLDINGS SDN BHD (FORMERLY KNOWN AS MMC VENTURES SDN BHD) ("MMC PORT"), A WHOLLY OWNED SUBSIDIARY OF MMC, FROM PERMODALAN NASIONAL BERHAD ("PNB") AND AMANAHRAYA TRUSTEES BERHAD ("ART"), AS TRUSTEE FOR AMANAH SAHAM BUMIPUTERA ("ASB"), AMANAH SAHAM WAWASAN 2020 ("ASW") AND AMANAH SAHAM DIDIK ("ASD"), FOR A TOTAL CASH CONSIDERATION OF RM1,105,260,521.20 OR RM4.40 PER NCB SHARE ("PROPOSED ACQUISITION"); AND**
- (II) PROPOSED MANDATORY GENERAL OFFER FOR ALL THE REMAINING NCB SHARES NOT ALREADY OWNED BY MMC PORT AFTER THE PROPOSED ACQUISITION FOR A CASH CONSIDERATION OF RM4.40 PER NCB SHARE ("PROPOSED MGO").**

**(PROPOSED ACQUISITION AND PROPOSED MGO ARE COLLECTIVELY REFERRED TO AS "PROPOSALS").**

**"THAT**, subject to all relevant approvals being obtained, including but not limited to approvals of the relevant authorities, approval be and is hereby given to the Company, for MMC Port:

- (a) to acquire 251,195,573 NCB Shares, representing approximately 53.42% equity interest in NCB from PNB and ART, as trustee for ASB, ASW and ASD, for a total cash consideration of RM1,105,260,521.20 or RM4.40 per NCB Share in accordance with the terms and conditions of the Sale of Shares Agreement dated 19 October 2015 to be satisfied by cash; and
- (b) to acquire all the remaining 77,387,856 NCB Shares not already owned by MMC Port after the Proposed Acquisition, representing approximately 16.45% of the equity interest in NCB, at an offer price of RM4.40 per NCB Share to be satisfied by cash.

**AND THAT** the Directors be and are hereby authorised to act for and on behalf of the Company, to give effect to the Proposals with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required, and to deal with all matters relating thereto and to enter into all such agreements, arrangements, undertakings, indemnities, transfer and assignments with any party or parties and to take all steps and to do all acts and things in any manner as the Directors may deem necessary and expedient to implement, finalise, give full effect to and complete the Proposals."

#### BY ORDER OF THE BOARD

**AHMAD AZNAN MOHD NAWAWI**  
**SAZLIN AYESHA ABDUL SAMAT**  
Company Secretaries

9 November 2015

#### Notes:

1. *The Proxy Form, to be valid, must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the meeting or any adjournment thereof.*
2. *A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies or attorney or other duly authorised representative to attend and vote instead of him/her. A member of the Company may appoint up to two (2) proxies to attend the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.*
3. *In case of a corporation, the Proxy Form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
4. *In the case of joint holders, the signature of any one of them will suffice.*
5. *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *Unless voting instructions are indicated in the spaces provided in the Proxy Form, the proxy may vote as he/she thinks fit.*
7. *Registration of members/proxies attending the meeting will commence at 9.00 a.m. on the day of the meeting and shall remain open until the conclusion of the Extraordinary General Meeting of the Company or such a time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.*
8. *Only members whose names appear on the Record of Depositors as at 19 November 2015 shall be eligible to attend the Extraordinary General Meeting of the Company or appoint a proxy(ies) to attend and/or vote on their behalf.*