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VALUATION LETTER ISSUED BY AER IN RELATION TO ASCRIBING THE FAIR VALUE ATTRIBUTABLE FROM THE PORT OPERATIONS OF NCB HOLDINGS BHD (**NCB**)

## INTRODUCTION AND OBJECTIVE

MMC Corporation Bhd (**MMC**) had successfully completed the acquisition of 53.4% equity interest (**Controlling Block**) in NCB on 1 December 2015, for a price of RM 4.40 for each NCB share. This acquisition had enabled MMC to acquire a controlling stake with a cumulative equity shareholding of 83.6% following the completion of this acquisition. Prior to acquiring the Controlling Block, the total shareholding in NCB held by MMC was 30.1%. The acquisition of the Controlling Block, imposed a requirement on MMC to make an offer to all the remaining NCB's shareholders, to purchase NCB shares not owned by MMC, pursuant to Malaysian Code of Take-overs and Mergers 2010 at RM4.40 per share (**Offer Price**).

AER was appointed by NCB Holdings Bhd to determine the fair value of the port operations, i.e. NMB Group. The fair value ascribed for the NMB Group was aggregated to the fair value of KN Group to arrive at the aggregate fair value of NCB. The results of the fair valuation is presented in a valuation letter (**Valuation Letter**), which specifically focuses on ascribing the fair value for the NMB Group, addressed to the board of directors of NCB, is included as an annexure in the Independent Advice Circular despatched to shareholders of NCB on 28 December 2015.

The full circular could be downloaded from bursa saham website via

<http://www.bursamalaysia.com/market/listed-companies/company-announcements/4959741>

THANKS FOR READING.

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