

NOTICE OF PROVISIONAL OFFER

The provisional offer of Restricted Shares (as defined herein) are prescribed securities pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the provisional allotment of Shares.



SEREMBAN ENGINEERING BERHAD

(formerly known as Seremban Engineering Sdn Bhd)
(Company No. 45332-X)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RESTRICTED OFFERING OF 8,000,000 ORDINARY SHARES OF RM0.50 EACH IN SEREMBAN ENGINEERING BERHAD (FORMERLY KNOWN AS SEREMBAN ENGINEERING SDN BHD) ("SEB") ("RESTRICTED SHARES") TO THE ENTITLED SHAREHOLDERS OF SUCCESS TRANSFORMER CORPORATION BERHAD ("STC") ON THE BASIS OF 1 RESTRICTED SHARE FOR EVERY 15 EXISTING ORDINARY SHARES OF RM0.50 EACH HELD IN STC ("STC SHARE(S)") AS AT 5.00 P.M. ON 14 APRIL 2010 AT AN OFFER PRICE OF RM0.85 PER RESTRICTED SHARE ("RESTRICTED OFFER") PAYABLE IN FULL ON APPLICATION IN CONJUNCTION WITH THE LISTING OF SEB ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("INITIAL PUBLIC OFFERING")

Principal Adviser, Sole Underwriter and Placement Agent



RHB Investment Bank Berhad

(Company No. 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Entitled Shareholders of Success Transformer Corporation Berhad ("STC" or the "Company")

Dear Sir/ Madam,

The Board of Directors of Seremban Engineering Berhad (formerly known as Seremban Engineering Sdn Bhd) ("SEB") has provisionally offered to you, the number of Restricted Shares under the Restricted Offer as specified below in accordance with the approval of the Securities Commission on 29 January 2010, the resolutions passed by the shareholders of STC at the Extraordinary General Meeting convened on 30 March 2010, and subject to the terms and conditions stated in the Prospectus dated 14 April 2010 and the Offer Acceptance Form ("OAF") issued by SEB.

If you wish to accept all or part of the Restricted Shares provisionally offered to you, please complete Parts I(A) and II of the OAF. If you wish to apply for excess Restricted Shares, please complete Part I(B) of the OAF (in addition to Parts I(A) and II of the OAF). Please read the accompanying notes and instructions in the OAF for further details on how to complete the OAF. **Please do not detach this Notice of Provisional Offer ("NPO") from the OAF.**

The provisional offer is made subject to the provisions in the Prospectus dated 14 April 2010 issued by SEB. Bursa Malaysia Securities Berhad ("Bursa Securities") has already prescribed the securities of SEB listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the provisional offer of Restricted Shares are prescribed securities and, as such, all dealings in the provisional offer of Restricted Shares will be by way of book entry through CDS accounts and will be governed by the Securities Industry (Central Depositories) Act, 1991, and the Rules of Bursa Depository.

ALL RESTRICTED SHARES TO BE ISSUED PURSUANT TO THE RESTRICTED OFFER WILL BE ALLOTTED BY WAY OF CREDITING THE RESTRICTED SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF STC SHARES HELD AT 5.00 P.M. ON 14 APRIL 2010	NUMBER OF RESTRICTED SHARES PROVISIONALLY OFFERED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.85 PER RESTRICTED SHARE (RM)

IMPORTANT RELEVANT DATES:

LAST DATE AND TIME FOR:

Entitlement date : 14 April 2010 at 5.00 p.m.
Last date and time for sale of provisional offer of the Restricted Shares : 21 April 2010 at 5.00 p.m.
Last date and time for transfer of provisional offer of the Restricted Shares : 26 April 2010 at 4.00 p.m.
Last date and time for acceptance and payment : 29 April 2010 at 5.00 p.m.*
Last date and time for excess application and payment : 29 April 2010 at 5.00 p.m.*

* or such later date or dates(s) as the Board of Directors of SEB, Sole Underwriter and the Offeror in relation to the Initial Public Offering may in their absolute discretion mutually decide. Any extension will be announced in widely circulated English and Bahasa Malaysia newspaper within Malaysia.

By Order of the Board of Seremban Engineering Berhad
(formerly known as Seremban Engineering Sdn Bhd)

Pang Kah Man (MIA 18831)
Company Secretary

Share Registrar for the
Restricted Offer
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
Tel. No.: 603-7841 8000
Fax No.: 603-7841 8152

THIS NOTICE OF PROVISIONAL OFFER IS DATED 14 APRIL 2010.

OFFER ACCEPTANCE FORM

THIS OFFER ACCEPTANCE FORM ("OAF") IS FOR THE PURPOSE OF ACCEPTING THE RENOUNCEABLE RESTRICTED OFFER (AS DEFINED HEREIN) AND APPLYING FOR EXCESS RESTRICTED SHARES PURSUANT TO THE RESTRICTED OFFER. YOU SHOULD READ AND UNDERSTAND THE NOTES AND INSTRUCTIONS AS SET OUT IN THIS OAF AND THE CONTENTS OF THE PROSPECTUS BEFORE COMPLETING THE OAF. THE LAST TIME AND DATE FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON 29 APRIL 2010 OR SUCH LATER DATE OR DATE(S) AS THE BOARD OF DIRECTORS OF SEREMBAN ENGINEERING BERHAD (FORMERLY KNOWN AS SEREMBAN ENGINEERING SDN BHD), THE SOLE UNDERWRITER AND THE OFFEROR IN RELATION TO THE INITIAL PUBLIC OFFERING (AS DEFINED BELOW) MAY IN THEIR ABSOLUTE DISCRETION MUTUALLY DECIDE.

THIS OAF TOGETHER WITH THE NOTES AND INSTRUCTION PRINTED HEREIN ARE ACCOMPANIED BY THE PROSPECTUS DATED 14 APRIL 2010 AND MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE PROSPECTUS. **THE PROSPECTUS SHALL EXPIRE ON 13 APRIL 2011.**

INVESTORS ARE ADVISED AGAINST COMPLETING THIS OAF WITHOUT FIRST HAVING READ, UNDERSTOOD AND CAREFULLY CONSIDERED THE CONTENTS OF THE PROSPECTUS.



SEREMBAN ENGINEERING BERHAD

(formerly known as Seremban Engineering Sdn Bhd)
(Company No. 45332-X)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RESTRICTED OFFERING OF 8,000,000 ORDINARY SHARES OF RM0.50 EACH IN SEREMBAN ENGINEERING BERHAD (FORMERLY KNOWN AS SEREMBAN ENGINEERING SDN BHD) ("SEB") ("RESTRICTED SHARES") TO THE ENTITLED SHAREHOLDERS OF SUCCESS TRANSFORMER CORPORATION BERHAD ("STC") ON THE BASIS OF 1 RESTRICTED SHARE FOR EVERY 15 EXISTING ORDINARY SHARES OF RM0.50 EACH HELD IN STC ("STC SHARE(S)") AS AT 5.00 P.M. ON 14 APRIL 2010 AT AN OFFER PRICE OF RM0.85 PER RESTRICTED SHARE ("RESTRICTED OFFER") PAYABLE IN FULL ON APPLICATION IN CONJUNCTION WITH THE LISTING OF SEB ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("INITIAL PUBLIC OFFERING")

NAME AND ADDRESS

NRIC(NEW)/COMPANY NO.:

CDS A/C NO.:

			-				-						
--	--	--	---	--	--	--	---	--	--	--	--	--	--

NUMBER OF STC SHARES HELD AT 5.00 P.M. ON 14 APRIL 2010	NUMBER OF RESTRICTED SHARES PROVISIONALLY OFFERED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.85 PER RESTRICTED SHARE (RM)

To: The Board of Directors of Seremban Engineering Berhad (formerly known as Seremban Engineering Sdn Bhd) ("SEB" or "Company")

PART I - ACCEPTANCE OF RESTRICTED SHARES AND EXCESS RESTRICTED SHARES APPLICATION

In accordance with the terms of this OAF and the Prospectus dated 14 April 2010, I/we hereby irrevocably accept/apply the number of Restricted Shares as stated below, which were provisionally offered to me/us in accordance with and subject to the Memorandum and Articles of Association of the Company.

I/We enclose herewith the appropriate remittance(s)/reference for payment as stated below being the full amount payable for the Restricted Shares applied for (ROUNDED UP TO THE NEAREST SEN), and hereby request for the said Restricted Shares to be credited into my/our CDS account as stated above:-

NUMBER OF RESTRICTED SHARES ACCEPTED/EXCESS APPLIED	AMOUNT PAYABLE (RM)	BANKER'S DRAFT/ CASHIER'S ORDER/MONEY ORDER/POSTAL ORDER NO.	PAYABLE TO
(A) ACCEPTANCE			SEB OFFER ACCOUNT
(B) EXCESS			SEB EXCESS OFFER ACCOUNT

PART II - DECLARATION

I/We hereby confirm and declare that:-

- (i) All information provided by me/us is true and correct;
- (ii) All information is identical with the information in the records of the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my/our rights may be rejected; and
 - * I am 18 years of age or over.
 - * I am/We are resident(s) of Malaysia.
 - * I am/We are resident(s) of (country) and having citizenship.
 - * I am/We are nominee(s) of a person who is a "Bumiputera"/"Non-Bumiputera"/"Non Citizen resident in (country) and having.....citizenship.

I/We hereby accept all the terms and conditions set out in this OAF and the Prospectus dated 14 April 2010 and further confirm compliance with all the requirements for acceptance as set out therein.

Signature of Applicant/Authorised Signatory(ies)
(Corporate Body must affix their Common Seal)



Date

Contact Telephone No.

LAST DATE AND TIME FOR:-

Acceptance and Payment : *29 April 2010 at 5:00 p.m.
Excess Application and Payment : *29 April 2010 at 5:00 p.m.

* or such later date or date(s) as the Board of Directors of SEB, the Sole Underwriter and the Offeror in relation to the Initial Public Offering may in their absolute discretion mutually decide. Any extension will be announced in widely circulated English and Bahasa Malaysia newspaper within Malaysia.

* Please delete whichever is not applicable

THIS OAF IS NOT A TRANSFERABLE PUBLIC OFFERING OR NEGOTIABLE INSTRUMENT.

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

This OAF, together with the Notice of Provisional offer ("NPO") and Prospectus, are despatched only to the Entitled Shareholders of STC whose names appear in the Record of Depositors ("ROD") of STC as at 5.00 p.m. on 14 April 2010 ("Entitled Shareholders") at their addresses in Malaysia as shown in the ROD or at their addresses in Malaysia provided by them by 5.00 p.m. on 14 April 2010 to Bursa Depository. An Entitled Shareholder may only exercise his/her rights in respect of the Restricted Offer to the extent that it would be lawful to do so. The Restricted Shares are available for application by the Entitled Shareholders, except for Excluded Parties, being persons who are:

- (a) the Entitled Shareholder(s) who do not have a registered address in Malaysia as stated in STC's ROD as at the Entitlement Date of 14 April 2010;
- (b) located in jurisdictions outside Malaysia in which acceptance of the entitlement under the Restricted Offer would result in the contravention of the laws of such jurisdiction (whether in the absence of any necessary consent and/or compliance with any registration of other legal requirements or for any other reason); or
- (c) in the opinion of the Board of Directors of SEB (on the advice of their legal counsel), would be necessary or expedient to be excluded from participating in the Restricted Offer by reason of legal or regulatory requirements.

Notwithstanding the above, any offer or issue of Restricted Shares, is made and valid in Malaysia only.

This OAF, together with the NPO and Prospectus, are subject to Malaysian laws and are not intended to comply with the laws of any country or jurisdiction other than Malaysia, are not intended to be (and will not be) issued, circulated or distributed in any country or jurisdiction other than Malaysia and have not been (and will not be) lodged, registered or approved under any applicable securities or equivalent legislation (or with any regulatory authority or other relevant body) of any country or jurisdiction other than Malaysia. Entitled Shareholders residing outside Malaysia or Excluded Parties should immediately consult their legal advisers as to whether the acceptance of all or part of their entitlements under the Restricted Offer and excess Restricted Shares application (if applicable) under the Restricted Offer, would result in the contravention of any laws of such countries or jurisdictions, and will have no rights or claims whatsoever against the Company, the Offeror, Promoters, advisers, Sole Underwriter, any of their respective directors or any other persons involved in the IPO in respect of their rights entitlements or to any proceeds thereof in respect of the Restricted Offer and the Company, the Offeror, Promoters, advisers, Sole Underwriter and/or any of their respective directors or any other persons involved in the IPO shall not accept any responsibility and liability in the event that any acceptance/excess application under the Restricted Offer by any Entitled Shareholder is or becomes illegal, unenforceable, voidable or void or shall contravene the laws in such countries or jurisdictions.

A copy of the Prospectus (to which this OAF relates) has been registered with the Securities Commission of Malaysia ("SC"). A copy of the Prospectus (together with the NPO and this OAF) has been lodged with the Registrar of Companies of Malaysia. Neither the SC nor the Registrar of Companies of Malaysia takes any responsibility for the contents of the said documents.

The Board of Directors of Seremban Engineering Berhad, Promoters and the Offeror have seen and approved the Prospectus (together with the NPO and OAF), and they collectively and individually accept full responsibility for the accuracy of the information contained in the Prospectus. They confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statement or other facts, which, if omitted, would make any statement false or misleading.

INSTRUCTIONS:**(i) Last date and time for acceptance, excess application and payment**

You are required to submit your completed OAF with the appropriate remittance to the Share Registrar for the Restricted Offer, by post or by hand at your own risk, at the address set out below. The completed OAF, together with the appropriate remittance and other relevant forms (if applicable), must be received by the Share Registrar for the Restricted Offer at the address set out below no **later than 5.00 p.m. on 29 April 2010**, or such later date or date(s) as the Board of Directors of SEB ("Directors"), the Offeror and the Sole Underwriter may in their absolute discretion may mutually decide ("Closing date"). **Late application will not be accepted.**

(ii) Acceptance of Restricted Shares provisionally offered and payment

If you wish to accept all or part of the Restricted Shares provisionally offered to you, complete Part I(A) of this OAF by specifying the number of Restricted Shares which you are accepting and Part II of this OAF. The completed OAF together with the appropriate remittance in **RM** for the full amount payable in the form of **Banker's Draft or Cashier's Order or Money Order or Postal Order** drawn on a bank or post office in Malaysia and made payable to "**SEB Offer Account**" crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, address (as shown in the ROD) in block letters and your CDS account number (if applicable) and other relevant forms (if applicable) must be received by the Share Registrar for the Restricted Offer (at the address set out below) no later than the Closing Date. The remittance must be made for the exact amount payable for the number of the Restricted Shares accepted. Any excess or insufficient remittance may be rejected at the absolute discretion of the Directors. Cheques or any other mode of payments other than those prescribed above will not be accepted and your acceptance will be rejected.

Where the application is unsuccessful or partially successful, the full acceptance or the surplus application, as the case may be, shall be refunded to you without interest and shall be despatched to you by ordinary post at your own risk to your address shown in the ROD within 10 Market Days from the Closing Date.

If acceptance and payment (in the manner specified in the Prospectus) for the Restricted Shares provisionally offered to you (whether in full or in part, as the case may be) are not received by the Share Registrar for the Restricted Offer (at the address set out below) by the Closing Date, the Restricted Shares provisionally offered to you or remainder thereof (as the case may be) will be deemed to have been declined. Any such Restricted Shares not accepted or not validly taken up will be made available for excess application.

(iii) Application for Excess Restricted Shares and payment

If you wish to apply for excess Offer Shares, complete Part I(B) of this OAF (in addition to Parts I(A) and II of this OAF) and specify the number of excess Restricted Shares for which you wish to apply. The completed OAF together with the appropriate remittance in **RM** for the full amount payable in the form of **Banker's Draft or Cashier's Order or Money Order or Postal Order** drawn on a bank or post office in Malaysia and made payable to "**SEB Excess Offer Account**" crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, address (as shown in ROD) in block letters and your CDS account number (if applicable) and other relevant forms (if applicable) must be received by the Share Registrar for the Restricted Offer (at the address set out below) no later than the Closing Date. The remittance must be made for the exact amount payable for the number of the Excess Restricted Shares applied for. Any excess or insufficient remittance may be rejected at the absolute discretion of the Directors. Cheques or any other mode of payments other than those prescribed above will not be accepted and your application will be rejected.

Applications for the excess Restricted Shares will, at the absolute discretion of the Directors, be satisfied from the Restricted Shares provisionally offered to Entitled Shareholders which are not accepted or not validly taken up and those remaining not provisionally offered under the Restricted Offer.

If no excess Restricted Shares are allocated to you, or if the number of excess Restricted Shares allocated to you is less than that applied for, the full or surplus amount (as the case may be) of the application monies received will be refunded to you without interest and shall be despatched to you by ordinary post at your own risk to your address as shown in the ROD within 10 Market Days from the Closing Date. The Directors reserve the right not to accept any application or to accept any application in part only, without assigning any reason therefor. In the event the number of excess Restricted Shares allocated to you is less than the number of excess Restricted Shares applied for, you shall accept the amount so allocated to you.

(iv) General instructions

- (a) All applicants must sign on this OAF. All corporate bodies must affix their common seal.
- (b) Malaysian Revenue Stamp (not postage stamp) of RM10.00 must be affixed on this OAF.
- (c) For each CDS account where your SEB Shares are standing to the credit as at the Entitlement Date of 14 April 2010, only 1 OAF may be used for acceptance of the Restricted Shares provisionally offered to you and application for the excess Restricted Shares (if applicable).
- (d) Any interest or other benefit accruing on or arising from or in connection with any monies remitted for acceptance/excess application shall be for the benefit of SEB and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from your acceptance/excess application of the Restricted Shares shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this OAF and the contract arising from this OAF.
- (f) The Directors reserve the right, at its absolute discretion, to reject OAFs which are incomplete, incorrectly completed, damaged and/or illegible or which are accompanied by an improperly or insufficiently drawn remittance.
- (g) **No acknowledgement of receipt** will be issued in respect of any acceptance(s), excess application(s) and remittance(s) and other relevant forms (if applicable).
- (h) The Restricted Shares validly accepted by you and the excess Restricted Shares successfully allocated (if applicable), either in full or in part, will be dealt with in the manner specified by you in Part I(A) and I(B) of this OAF.

All enquiries concerning the procedures for acceptance, excess application and payment in relation to the Restricted Offer should be addressed to the Share Registrar for the Restricted Offer, whose contact details are as follows:

Share Registrar for the Restricted Offer
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
 Tel No.: 7841 8000