

NOTICE OF PROVISIONAL OFFER

Terms defined in the Prospectus dated 29 May 2013 ("Prospectus") shall have the same meaning when used in this Notice of Provisional Offer ("NPO") unless they are otherwise stated. The Provisional Offer Shares as contained in this NPO are prescribed securities under Section 14(5) of the SICDA and therefore, the SICDA and the Rules of Bursa Depository shall apply in respect of dealings in the Provisional Offer Shares.



MPHB Capital Berhad

(Company No. 1010253-W)
(Incorporated in Malaysia under the Companies Act, 1965)

INITIAL PUBLIC OFFERING BY WAY OF A RENOUNCEABLE OFFER FOR SALE BY MULTI-PURPOSE HOLDINGS BERHAD ("MPHB") OF 715,000,000 ORDINARY SHARES OF RM1.00 EACH IN MPHB CAPITAL BERHAD ("OFFER SHARES") TO THE SHAREHOLDERS OF MPHB ON THE BASIS OF 1 OFFER SHARE FOR EVERY 2 EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN MPHB ("MPHB SHARES") AS AT 5.00 P.M. ON 29 MAY 2013, AT THE OFFER PRICE OF RM1.00 PER OFFER SHARE PAYABLE IN FULL UPON APPLICATION IN CONJUNCTION WITH OUR LISTING ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

Principal Adviser and Managing Underwriter



CIMB Investment Bank Berhad (18417-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Underwriters



CIMB Investment Bank Berhad (18417-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)



UOB Kay Hian Securities (M) Sdn Bhd
(formerly known as Innosabah Securities Berhad) (194990-K)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Entitled Shareholders

Dear Sir/Madam,

The Selling Shareholder has provisionally offered to you the number of Offer Shares as indicated below, the provisional allotments of which will be credited into your CDS account. The Offer Shares are offered to you subject to the terms and conditions stated in the Prospectus and the OAF issued by us.

If you wish to accept all or part of your entitlement to the Provisional Offer Shares, please complete Parts I and III of the OAF. If you wish to apply for the Excess Offer Shares, please complete Part II (in addition to Parts I and III) 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 NPO from the OAF.** Bursa Securities has prescribed the Offer Shares as securities to be deposited with Bursa Depository. Accordingly, all dealings in the Provisional Offer Shares will be by book entries through your CDS account and will be governed by the SICDA and the Rules of Bursa Depository.

All the Offer Shares to be transferred pursuant to the Offer for Sale will be transferred by crediting the Offer Shares into the CDS accounts of the Entitled Shareholders and/or their renounee(s) (if applicable). No physical share certificates will be issued.

It is the intention of our Board and the Selling Shareholder to allot the Excess Offer Shares, if any, on a fair and equitable basis to be determined by our Board and the Selling Shareholder. The Excess Offer Shares will be allotted in the following priority:

- (i) firstly, to minimise the incidence of odd lots; and
- (ii) thereafter, on a pro-rata basis to the Entitled Shareholders and/or their renounee(s) (if applicable) (save for the Excluded Parties) who have applied for Excess Offer Shares, based on their entitlements (including those Provisional Offer Shares purchased by or transferred to the renounee(s) for the period up to the last date and the time for sale or transfer of the Provisional Offer Shares as set out in the Prospectus) on a board lot basis (subject to the number of Excess Offer Shares applied for).

Our Board and the Selling Shareholder reserve the right to allot any Excess Offer Shares applied for, in such manner as they deem fit and expedient in the best interest of our Company subject always to such allotment being made on a fair and equitable basis, and that the intention of our Board and the Selling Shareholder as set out in the basis of allotment of the Excess Offer Shares above are achieved. Our Board and the Selling Shareholder also reserve the right to accept any application for the Excess Offer Shares, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF SHAREHOLDER

NUMBER OF MPHB SHARES HELD AT 5.00 P.M. ON 29 MAY 2013	NUMBER OF OFFER SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE (AT RM1.00 PER OFFER SHARE) (RM)

IMPORTANT DATES AND TIMES	
Entitlement date	5.00 p.m. on Wednesday, 29 May 2013
Last time and date for:	
• Sale of Provisional Offer Shares	5.00 p.m. on Wednesday, 5 June 2013
• Transfer of Provisional Offer Shares	4.00 p.m. on Monday, 10 June 2013
• Closing of acceptance, application and payment	5.00 p.m. on Thursday, 13 June 2013*
• Excess Application and payment of the Offer Shares	5.00 p.m. on Thursday, 13 June 2013*
* or such other date or dates as our Directors, the Managing Underwriter, Underwriters and Selling Shareholder may in their absolute discretion mutually decide and announce	

By order of the Board of MPHB Capital Berhad
Ng Sook Yee (MAICSA 7020643)
Company Secretary

Share Registrar
METRA MANAGEMENT SDN BHD (62169-A)
30.02, 30th Floor, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Malaysia
Tel: 03-26983232 Fax: 03-26948571

NOTES AND INSTRUCTIONS FOR COMPLETING THIS OAF

THIS OAF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. All enquiries concerning the IPO should be addressed to our Share Registrar, Metra Management Sdn Bhd (62169-A), 30.02, 30th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia.

This OAF, together with the NPO and the Prospectus, are despatched only to Entitled Shareholders (with an address in Malaysia), whose names appear in the Record of Depositors of MPH B as at 5.00 p.m. on 29 May 2013 at their address as shown in the Record of Depositors. This OAF, together with the NPO and the Prospectus have not been (and will not be) made to comply with the laws of any foreign country or jurisdiction and have not been (and will not be) lodged, registered or approved under any applicable securities or equivalent legislation (or with or by any regulatory authority or other relevant body) of any country or jurisdiction other than Malaysia. Entitled Shareholders residing outside Malaysia should immediately consult their legal advisers and other professional adviser as to whether the acceptance of all or part of their entitlements under the Offer for Sale and Excess Application (if applicable) would result in the contravention of any laws of such countries or jurisdictions.

Neither we, the Selling Shareholder, the Principal Adviser, Managing Underwriter and Underwriters nor any of their respective directors, and/or any other persons involved in the IPO shall accept any responsibility or liability in the event that any offer of, or acceptance and/or Excess Application under the Offer for Sale is or becomes illegal, unenforceable, voidable or void or shall contravene the laws in such countries or jurisdictions outside Malaysia.

Approval for our IPO and the Listing has been obtained from the SC on 10 December 2012.

A copy of the Prospectus (together with the NPO and this OAF) has been registered with the SC. A copy of the Prospectus (together with the NPO and this OAF) has been lodged with the Registrar of Companies, Malaysia. Neither the SC nor the Registrar of Companies, Malaysia takes any responsibility for the contents of the said documents. In accordance with Section 232 of the Capital Markets and Services Act, 2007, this OAF must not be circulated unless accompanied by a copy of the Prospectus dated 29 May 2013. The Prospectus shall be valid for a period of 12 months from 29 May 2013, being the date of issue of the Prospectus.

Our Directors, the Promoters, namely MPH B, CMSB, MWE Holdings and Tan Sri Dato' Surin Upatkoan, and the Selling Shareholder, namely MPH B, have seen and approved the Prospectus (together with the NPO and this OAF) and they collectively and individually accept full responsibility for the accuracy of the information contained in the Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there are no false or misleading statements or other facts which, if omitted, would make any statement in the Prospectus false or misleading.

INSTRUCTIONS:

(i) LAST TIME AND DATE FOR ACCEPTANCE AND PAYMENT (TO BE READ IN CONJUNCTION WITH THE PROSPECTUS OF WHICH THIS OAF IS A PART OF):

You are required to submit your completed OAF with the appropriate remittance in RM to our Share Registrar, by ordinary post, by courier or by hand at your own risk, at the address set out above. The completed OAF, together with the appropriate remittance in RM and other relevant forms (if applicable), must be received by our Share Registrar at the address set out above **no later than 5.00 p.m. on Thursday, 13 June 2013** or such other date or dates as our Directors, the Managing Underwriter, Underwriters and Selling Shareholder may in their absolute discretion mutually decide and announce.

(ii) ACCEPTANCE OF PROVISIONAL OFFER SHARES AND PAYMENT

The Offer for Sale is renounceable in full or in part. You are entitled to accept part of your entitlement to the Provisional Offer Shares, provided that: (i) the minimum number of Offer Shares that may be accepted is 1 Offer Share; and (ii) any part acceptance shall be in the multiple of 1 Offer Share. If you wish to accept all or part of your entitlement to the Provisional Offer Shares, please complete Part I and Part III in accordance with the notes and instructions contained in this OAF. Each completed OAF must be accompanied by the appropriate remittance in RM in the form of **Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s)** drawn on a bank or post office in Malaysia and made payable to **"MPHB ROS ACCOUNT"**, crossed **"ACCOUNT PAYEE ONLY"** and **endorsed on the reverse side with your name, contact number and address in block letters and your CDS account number** to be received by our Share Registrar (at the address set out above) no later than 5.00 p.m. on Thursday, 13 June 2013 (or such other date or dates as our Directors, the Managing Underwriter, Underwriters and Selling Shareholder may in their absolute discretion mutually decide and announce). Payment must be for the **EXACT** amount.

Acceptances accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board and the Selling Shareholder. No acknowledgement will be issued for the receipt of this OAF or application monies in respect of the Offer Shares. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address as shown in the Record of Depositors maintained with Bursa Depository at your own risk within 15 market days from the last day for acceptance of and payment for the Offer Shares or such other period as may be prescribed by Bursa Securities. In respect of unsuccessful or late applications or partially accepted applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address as shown in the Record of Depositors maintained with Bursa Depository at your own risk within 15 market days from the last day for acceptance of and payment for the Provisional Offer Shares.

If acceptance of and payment (in the manner specified in the Prospectus or this OAF) for the Provisional Offer Shares (whether in full or in part, as the case may be) are not received by our Share Registrar (at the address set out above) by 5.00 p.m. on Thursday, 13 June 2013 (or such other date or dates as our Directors, the Managing Underwriter, Underwriters and Selling Shareholder may in their absolute discretion mutually decide and announce), the Provisional Offer Shares or the remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Any Provisional Offer Shares which are not or cannot be applied for or validly applied for will be made available for Excess Application.

(iii) APPLICATION OF EXCESS OFFER SHARES AND PAYMENT

If you and/or your renounee(s) (if applicable) wish to apply for the Excess Offer Shares, please complete Part II of this OAF (in addition to Parts I and III of this OAF) and submitting it with a separate remittance in RM made in the form of **Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s)** drawn on a bank or post office in Malaysia and made payable to **"MPHB EXCESS ROS ACCOUNT"**, crossed **"ACCOUNT PAYEE ONLY"** and **endorsed on the reverse side with your name, contact number and address in block letters and your CDS account number** to be received by our Share Registrar (at the address set out above) no later than 5.00 p.m. on Thursday, 13 June 2013 (or such other date or dates as our Directors, the Managing Underwriter, Underwriters and Selling Shareholder may in their absolute discretion mutually decide and announce). Payment must be made for the **EXACT** amount.

It is the intention of our Board and the Selling Shareholder to allot the Excess Offer Shares, if any, on a fair and equitable basis to be determined by our Board and the Selling Shareholder. The Excess Offer Shares will be allotted in the following priority:

- firstly, to minimise the incidence of odd lots; and
- thereafter, on a pro-rata basis to the Entitled Shareholders and/or their renounee(s) (if applicable) (save for the Excluded Parties) who have applied for Excess Offer Shares, based on their entitlements (including those Provisional Offer Shares purchased by or transferred to the renounee(s) for the period up to the last date and the time for sale or transfer of the Provisional Offer Shares as set out in the Prospectus) on a board lot basis (subject to the number of Excess Offer Shares applied for).

Our Board and the Selling Shareholder reserve the right to allot any Excess Offer Shares applied for, in such manner as they deem fit and expedient in the best interest of our Company subject always to such allotment being made on a fair and equitable basis, and that the intention of our Board and the Selling Shareholder as set out in the basis of allotment of the Excess Offer Shares above are achieved. Our Board and the Selling Shareholder also reserve the right to accept any application for the Excess Offer Shares, in full or in part, without assigning any reason.

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board and the Selling Shareholder. No acknowledgement will be issued for the receipt of the Excess Applications or the application monies in respect thereof. However, if you are successful, a notice of allotment will be despatched to you by ordinary post to the address as shown in the Record of Depositors maintained with Bursa Depository at your own risk within 15 market days from the last day for application and payment for the Excess Offer Shares or such other period as may be prescribed by Bursa Securities. In respect of unsuccessful or late applications or partially successful Excess Applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address as shown in the Record of Depositors maintained with Bursa Depository at your own risk within 15 market days from the last day for application and payment for the Excess Offer Shares.

(iv) GENERAL INSTRUCTIONS

- All documents submitted together with this OAF constitute part and parcel of the application. Incomplete applications will not be accepted.
- OAF defaced by erasures or any kind of correcting fluid may result in the application being not accepted at the discretion of our Board and the Selling Shareholder. Every amendment must be clearly legible and should be countersigned in full by the applicant.
- All applicants must sign on this OAF. All corporate bodies must affix their common seal.
- A Malaysian Revenue Stamp (not postage stamp) of RM10.00 must be affixed on this OAF.
- The Offer Shares applied by you and/or your renounee(s) (if applicable) will be credited into your and/or your renounee(s) respective CDS accounts as stated in this OAF or the exact account appearing in the Bursa Depository's Record of Depositors.
- Any interest or other benefit accruing on or arising from or in connection with any remittances shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from the acceptance of the Offer Shares by you 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 jurisdictions of the courts of Malaysia in respect of any matter in connection with this OAF and the contract arising therefrom.
- Applications shall not be deemed to have been accepted by reason of the appropriate remittance being presented for payment. Our Board and the Selling Shareholder reserve the right to accept or reject any acceptance and/or application that do not strictly adhere to the instructions stated above or in the Prospectus or which are illegible.