

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold or transferred all your Offer Shares (*as defined herein*), you should hand this Notice immediately to the person through whom you effected the sale or transfer for delivery to the purchaser or transferee.

Neither the Securities Commission Malaysia (“**SC**”) nor Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has perused this Notice and as such, the SC and Bursa Securities shall not have any responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or due to, your reliance on this Notice.

NOTICE TO SHAREHOLDERS OF

THE NOMAD GROUP BHD

IN RELATION TO

THE CONDITIONAL TAKE-OVER OFFER BY



PLENITUDE BERHAD

(Company No. 531086-T)

(Incorporated in Malaysia under the Companies Act, 1965)

THROUGH



Mercury Securities Sdn Bhd

(Company No. 113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE ORDINARY SHARES OF RM1.00 EACH IN THE NOMAD GROUP BHD (“OFFER SHARES”) AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN PLENITUDE BERHAD (“OFFEROR”) AT AN ISSUE PRICE OF RM2.50 EACH (“CONSIDERATION SHARES”), WHERE EACH HOLDER OF THE OFFER SHARES WHO ACCEPTS THE OFFER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED

This Notice is dated 25 May 2015.



Mercury Securities Sdn. Bhd. (113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

25 May 2015

Registered office of
PLENITUDE BERHAD
2nd Floor, No. 2
Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

To: Holders of the Offer Shares

Dear Sir / Madam,

CONDITIONAL TAKE-OVER OFFER BY PLENITUDE BERHAD (“PLENITUDE”) THROUGH MERCURY SECURITIES SDN BHD TO ACQUIRE ALL THE ORDINARY SHARES OF RM1.00 EACH IN THE NOMAD GROUP BHD (“TNGB”) (“OFFER SHARES”) AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN PLENITUDE AT AN ISSUE PRICE OF RM2.50 EACH (“CONSIDERATION SHARES”), WHERE EACH HOLDER OF THE OFFER SHARES WHO ACCEPTS THE OFFER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED (“OFFER”)

We refer to the offer document dated 6 May 2015 which sets out the details, terms and conditions of the Offer (“**Offer Document**”).

On behalf of Plenitude, Mercury Securities Sdn Bhd wishes to inform you that Plenitude has received valid acceptances in respect of the Offer resulting in Plenitude holding in aggregate more than 50% of the voting shares of TNGB as at 5.00 p.m. (Malaysian time) on 22 May 2015.

As such, the Acceptance Condition of the Offer has been fulfilled and the Offer has become wholly unconditional on 22 May 2015 (“Unconditional Date”).

Further to the above, the closing time and date of the Offer is **5.00 p.m. (Malaysian time) on Wednesday, 10 June 2015 (“Extended Closing Date”)**. Save for the Extended Closing Date, all other details, terms and conditions of the Offer as set out in the Offer Document shall remain unchanged. Notice of the Extended Closing Date will be posted to holders of the Offer Shares (“**Holders**”) in due course.

Holders who have yet to accept the Offer are advised to refer to the Offer Document for the details, terms and conditions of the Offer and the procedures to accept the Offer. You are also advised to read the independent advice circular dated 18 May 2015 issued by TA Securities Holdings Berhad which sets out their recommendation in relation to the Offer (“**IAC**”).

Butterworth - Ground, 1st, 2nd & 3rd Floor, Wisma UMNO, Lorong Bagan Luar Dua, 12000 Butterworth, Seberang Perai. Tel: 04-3322123 Fax: 04-3231813 / 3312195 E-mail: mercury@mersec.com.my Website: www.mercurysecurities.com.my
Kuala Lumpur - L-7-2, No. 2, Jalan Solaris, Solaris Mont’ Kiara, 50480 Kuala Lumpur. Tel: 03-62037227 Fax: 03-62037117 E-mail: mercurykl@mersec.com.my
Melaka - No. 81B & 83B, Jalan Merdeka, Taman Melaka Raya, 75000 Melaka. Tel: 06-2921898 Fax: 06-2926898
Penang - 2nd Floor, Standard Chartered Bank Chambers, 2 Lebuhr Pantai, 10300 Penang. Tel: 04-2639118 Fax: 04-2612118
Johor Bahru - Menara Pelangi, Suite 17.1, Level 17, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor. Tel: 07-3316992 Fax: 07-3322693

In accordance with Section 26(1) of the Malaysian Code on Take-Overs and Mergers, 2010, the detailed disclosure of the level of acceptances of the Offer as at 5.00 p.m. (Malaysian time) on 22 May 2015 is as follows:-

	No. of TNGB Shares	%⁽¹⁾
TNGB Shares held by Plenitude as at the date of despatch of the Offer Document on 6 May 2015 (" Posting Date ")	-	-
TNGB Shares for which acceptances of the Offer (which are complete and valid in all respects) have been received by Plenitude after the Posting Date and up to 5.00 p.m. (Malaysian time) on 22 May 2015	140,351,404	62.92
TNGB Shares agreed to be acquired by Plenitude (other than the acceptances) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 22 May 2015	-	-
TNGB Shares acquired by Plenitude (other than the acceptances) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 22 May 2015	-	-
Total TNGB Shares held by Plenitude as at 22 May 2015	140,351,404	62.92
TNGB Shares for which acceptances of the Offer (which are subject to verification) have been received by Plenitude after the Posting Date and up to 5.00 p.m. (Malaysian time) on 22 May 2015	9,282,900	4.16

Note:-

(1) Computed based on the issued and paid-up share capital of TNGB of 223,067,538 TNGB Shares as at 22 May 2015.

You may obtain additional copies of the Offer Document including the Form of Acceptance and Transfer from the office of the Registrar for the Offer at the following address:-

ShareWorks Sdn Bhd

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

Telephone : +603-6201 1120
Facsimile : +603-6201 3121
Business hours : 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (*excluding public holidays*)

The Offer Document including the Form of Acceptance and Transfer and the IAC are also available on the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

If you have already sold all your TNGB Shares or have already accepted the Offer, or if you do not wish to accept the Offer, no action is required from you.

Yours faithfully
for **MERCURY SECURITIES SDN BHD**

PUA KIN JOH
Director
Corporate Finance

TAN VEE HAN
Associate Director
Corporate Finance