

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES (AS DEFINED BELOW) (THE "FAT") IS IMPORTANT. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 28 JULY 2016 (THE "OFFER DOCUMENT") IN RELATION TO THE OFFER (AS DEFINED BELOW), UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAT BEAR THE SAME MEANING ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS OF THE COMPANY ("SHAREHOLDERS") WHOSE ADDRESSES ARE OUTSIDE SINGAPORE (THE "OVERSEAS SHAREHOLDERS") AS SHOWN IN THE REGISTER OF MEMBERS OF ELLIPSIZ LTD (THE "COMPANY") MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTION. SUCH OVERSEAS SHAREHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT CAREFULLY.

**MANDATORY CONDITIONAL CASH OFFER (THE "OFFER") BY CIMB BANK BERHAD, SINGAPORE BRANCH ("CIMB"), FOR AND ON BEHALF OF BEVRIAN PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL OF THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF ELLIPSIZ LTD OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR (THE "OFFER SHARES")**

**MANDATORY CONDITIONAL CASH OFFER FOR OFFER SHARES OF  
ELLIPSIZ LTD**

**FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

(THIS FAT NEED NOT BE SUBMITTED TO M & C SERVICES PRIVATE LIMITED (THE "REGISTRAR") IF YOU DO NOT WISH TO ACCEPT THE OFFER)

Part A: Number of Offer Shares Tendered in Acceptance of the Offer	Part B: Share Certificate No(s).	Consideration  Offer Price (as stated in the Offer Document)	FOR OFFICIAL USE

**NOTE: Please refer to paragraph 1 on page 2 of this FAT for instructions on inserting the number of Offer Shares above. Last date and time for acceptance of the Offer: 5.30 p.m. (Singapore time) on 25 August 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

I/We, \_\_\_\_\_ (Passport/NRIC/Company Registration Number) \_\_\_\_\_  
 (Full name(s) of Shareholder and joint Shareholder(s), if any)  
 of \_\_\_\_\_  
 (Address)  
 Telephone No. (Office/Home): \_\_\_\_\_ Handphone \_\_\_\_\_  
 E-mail: \_\_\_\_\_

do hereby transfer to the Offeror or any person nominated in writing by the Offeror (hereinafter called the "Transferee") the Offer Shares as stated in Part A above comprised in the share certificate(s) stated in Part B above. If no number is inserted, or if the number inserted in Part A exceeds the number of Offer Shares represented by the attached share certificate(s), then the acceptance will be deemed to be in respect of the total holdings of the Shareholder(s) comprised in the share certificate(s) accompanying this FAT.

**The consideration for acceptance of the Offer is the Offer Price, being S\$0.380 in cash for each Offer Share, as stated in the Offer Document.**

**The acceptance of the Offer at the Offer Price, by way of execution of this FAT, is conditional upon the Offer becoming or being declared unconditional in all respects in accordance with its terms and is subject to the terms and conditions set out below and in the Offer Document.**

**Irrevocable Acceptance.** My/Our execution of this FAT shall constitute my/our irrevocable acceptance of the Offer, upon the terms and subject to the conditions contained in the Offer Document and this FAT.

**Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Offer Shares to the Offeror or the Transferee, and in connection with this FAT, and to enable the Offeror or the Transferee to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Offer Shares as specified in the Offer Document.

**Warranty.** I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee, will be (i) fully paid; (ii) free from all liens, equities, mortgages, charges, pledges, claims, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to all voting rights, the right to receive and retain all dividends, rights, other distributions and return of capital (if any) announced, declared, paid or made by Ellipsiz Ltd on or after the Offer Announcement Date.

**Authorisation.** I/We irrevocably authorise any person nominated in writing by the Offeror or by the Transferee to date this FAT and to complete the particulars of the Offeror or the Transferee on my/our behalf in the event the Offer becomes or is declared to be unconditional in all respects in accordance with its terms. I/We irrevocably authorise and direct the Offeror or its agent to send Singapore Dollar crossed cheques drawn on a bank in Singapore for the appropriate amounts being the consideration for the Offer Shares payable to me/us, by ordinary post at my/our own risk to the address stated above or, if none is set out, to me/us (or, in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register of Members of the Company (the "Registrar")) at the relevant address maintained in the Register, by ordinary post at my/our risk.

**Return of Offer Shares.** In the event the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, I/we understand that this FAT, share certificate(s) and other accompanying document(s) will be returned to me/us at the address stated above, or if none is set out, to me/us (or, in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register) at the relevant address maintained in the Register, by ordinary post at my/our own risk as soon as possible but in any event within 14 days from the lapse of the Offer.

**Offer Conditional.** I/We understand that if I/we have accepted the Offer in accordance with the provisions contained herein and in the Offer Document and in the event that the Offer becomes or is declared unconditional in all respects in accordance with its terms, I/we will receive payment of the consideration by means of a Singapore Dollar crossed cheque drawn on a bank in Singapore for the appropriate amount and sent by ordinary post to me/us at the address stated above, or if none is set out, to me/us (or, in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register) at the relevant address maintained in the Register, at my/our own risk, as soon as practicable and in any event:

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received **on or before** the date on which the Offer becomes or is declared unconditional in all respects in accordance with its terms, within seven (7) business days of that date; or
- (b) in respect of acceptances of the Offer which are complete and valid in all respects and are received **after** the Offer becomes or is declared unconditional in all respects in accordance with its terms, but before the Offer closes, within seven (7) business days of the date of such receipt.

**If you wish to accept the Offer, please sign below.**

**PLEASE SIGN HERE**

**FOR INDIVIDUAL SHAREHOLDERS**

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of:  
 Witness' Signature: \_\_\_\_\_ Name: \_\_\_\_\_ )  
 NRIC/Passport No.: \_\_\_\_\_ Occupation: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 \_\_\_\_\_  
 Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of:  
 Witness' Signature: \_\_\_\_\_ Name: \_\_\_\_\_ )  
 NRIC/Passport No.: \_\_\_\_\_ Occupation: \_\_\_\_\_ )  
 Address: \_\_\_\_\_ )  
 \_\_\_\_\_  
 Signature of joint Shareholder, if any

**FOR CORPORATE SHAREHOLDERS**

The Common Seal of the above-named Shareholder was hereunto affixed in accordance with its Constitution or relevant constitutive documents:  
 \_\_\_\_\_ )  
 \_\_\_\_\_ )  
 Director Director/Secretary )

**Notes:**

- (a) A husband must not witness the signature of his wife and vice versa.
- (b) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.
- (c) In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the laws of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

**FOR OFFICIAL USE**

The Transferee hereby accepts the transfer of the number of Offer Shares as specified or comprised in this FAT subject to the terms and conditions in the Offer Document and this FAT. The Common Seal of the Transferee was hereunto affixed in accordance with its Constitution or relevant constitutive documents:  
 \_\_\_\_\_ )  
 \_\_\_\_\_ )  
 Director Director/Secretary )

## INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Offer in respect of all or part of the total number of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("CDP"). Shareholders who hold the share certificate(s) in respect of the Offer Shares beneficially owned by them and who wish to accept the Offer in respect of such Offer Shares should not deposit their share certificate(s) with CDP during the period commencing on the date of despatch of the Offer Document and ending on the Closing Date (both dates inclusive). Shareholders who deposit their share certificate(s) in respect of the Offer Shares beneficially owned by them with CDP during this period may not have their respective Securities Accounts credited with the relevant number of Offer Shares in time for them to accept the Offer. This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix 2 to the Offer Document titled "Procedures for Acceptance of the Offer".

This FAT has been sent to you on the understanding that all your Offer Shares are registered in your name. If, however, you have Offer Shares which are held on your behalf by CDP and you wish to accept the Offer in respect of some or all of these Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for Offer Shares ("FAA") in accordance with the instructions printed thereon. A copy of the FAA may be obtained upon production of satisfactory evidence that you are a Shareholder of the Company from **The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**.

**1. Acceptance by Shareholders.** If you wish to accept the Offer, you should complete, sign and deliver this FAT in accordance with the Offer Document and the instructions printed on this FAT:

- Please insert in Part A on page 1 of this FAT the number of Offer Shares in respect of which you wish to accept the Offer.
- If you wish to accept the Offer in respect of all Offer Shares represented by the share certificate(s) attached hereto, you can either state "All" or insert the number of Offer Shares in respect of which the Offer is accepted in Part A on page 1 of this FAT and state in Part B the share certificate number(s) of the relevant share certificate(s).
- If you wish to accept the Offer in respect of some but not all Offer Shares represented by the share certificate(s) attached hereto, please insert in Part A on page 1 of this FAT the number of Offer Shares in respect of which the Offer is accepted and state in Part B the share certificate number(s) of the relevant share certificate(s).
- If you do not wish to accept the Offer, you do not need to take any action.

If you do not specify a number in Part A or you specify a number in Part A which exceeds the number of Offer Shares represented by the share certificate(s) attached hereto, you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) attached hereto.

**2. Unregistered Shareholding.** If your shareholding is not registered with the Company, you may send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror together with this FAT, accompanied by transfer form(s), duly completed and executed by a person registered as the holder of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either).

**3. Date of FAT.** Please do not date this FAT or insert the name of the Transferee. This will be done on your behalf by a person nominated by the Offeror or the Transferee.

**4. Delivery of FAT.** You should deliver:

- the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);
- the share certificate(s), other document(s) of title and/or relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer; and
- where such Offer Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either),

either:

- by hand to **Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902**; or
- by post, in the enclosed pre-addressed envelope at your own risk, to **Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902** (if the completed and signed FAT is delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with this FAT and it is your responsibility to affix adequate postage on the said envelope),

in either case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed and delivered.

**5. Unavailable/Missing Documents.** If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in the Offer Document and this FAT. If your share certificate(s) or transfer form(s), other documents(s) of title and/or other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact **M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902**. This FAT should nevertheless be completed and delivered as above if you wish to accept the Offer. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded as soon as possible thereafter but in any event before 5.30 p.m. (Singapore time) on the Closing Date.

**6. No Acknowledgements.** No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or other relevant document(s) will be given by the Offeror or the Registrar.

**7. Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FAT should be sent by the quickest means (for example, express airmail) to the Shareholder for execution or if he has executed a Power of Attorney, this FAT may be signed by the attorney but the attorney's signature in this FAT must be accompanied by a statement stating that this FAT is "signed under the Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof must be attached with this FAT. No other signatures are acceptable.

**8. Shareholder Deceased.** If the sole Shareholder is deceased and if:

- the Grant of Probate or Letters of Administration have been registered with the Registrar, this FAT must be signed by all the personal representative(s) of the deceased and lodged with **Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902**; or
- the Grant of Probate or Letters of Administration have not been registered with the Registrar, all the personal representative(s) of the deceased must go to the Registrar personally together with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be lodged with **Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902** before the personal representative(s) of the deceased can effect the transfer of the Offer Shares.

**9. Joint Shareholder Deceased.** If one of the joint Shareholders is deceased, this FAT must be signed by all the surviving Shareholders and lodged with **Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration in respect of the deceased Shareholder.

**10. Particulars on Share Certificate(s).** If your name or other particulars are shown incorrectly on the share certificate(s), please carry out the following steps:

- Incorrect name.** Please complete this FAT with the correct name and deliver it with a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed the FAT are one and the same;
- Incorrect address.** Please write the correct address on this FAT; and
- Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FAT for noting.

**11. Disclaimer and Discretion.** The Offeror, CIMB and/or the Registrar will be entitled, at their sole and absolute discretion, to reject or treat as valid any acceptance of the Offer which is not entirely in order or which does not comply with the terms of the Offer Document and this FAT or which is otherwise incomplete, incorrect, signed but not in its originality, or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that this FAT is properly completed and executed in all respects, and is submitted with original signature(s) and that all required documents are provided. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), CIMB and the Registrar accepts any responsibility or liability for such a decision, including the consequences of such a decision. The Offeror and CIMB each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Offer Document or this FAT, or if made otherwise than in accordance with the provisions of the Offer Document and this FAT. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), CIMB and/or the Registrar accepts any responsibility or liability for such a decision, including the consequences of such a decision.

**12. Risk of Posting.** All communications, notices, documents and remittances to be sent to you will be sent by ordinary post to your respective addresses as they appear in this FAT or in the Register (if no such address is indicated in this FAT) at your sole risk.

**13. Conclusive Evidence.** Delivery of this FAT duly completed and signed, together with the relevant share certificate(s) and/or other documents of title and/or any other relevant document(s) required by the Offeror, to the Offeror and/or the Registrar shall be conclusive evidence in favour of the Offeror, the Transferee and the Registrar of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.

**14. Governing Law and Third Party Rights.** By completing and delivering this FAT, you agree that the agreement arising from the acceptance of the Offer by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts. Unless otherwise expressly provided to the contrary in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, the Offer Document and this FAT has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein and the Offer Document, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.