

THIS FORM OF ACCEPTANCE AND TRANSFER ("FAT") IS IMPORTANT. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY THE SHAREHOLDER(S) WHOSE NAME(S) APPEAR BELOW. 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 18 MARCH 2014 (THE "OFFER DOCUMENT") IN RELATION TO THE PARTIAL OFFER. UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAT BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER DOCUMENT TO SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE (THE "OVERSEAS SHAREHOLDERS") AS SHOWN IN THE REGISTER OF MEMBERS OF FU YU CORPORATION LIMITED MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS SHAREHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT.

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY NG HOCK CHING ("OFFEROR") TO ACQUIRE 70,000,000 ISSUED AND PAID UP ORDINARY SHARES ("OFFER SHARES") IN THE CAPITAL OF FU YU CORPORATION LIMITED ("OFFEREE") ("PARTIAL OFFER")

**VOLUNTARY CONDITIONAL CASH PARTIAL OFFER FOR FU YU CORPORATION LIMITED
FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

NAME(S) AND ADDRESS OF SHAREHOLDER(S)	Estimated Number of Relevant Percentage Offer Shares*
<p>Last date and time for acceptance of the Partial Offer: 5.30 p.m. on 21 April 2014 or such later date(s) as may be announced from time to time by the Offeror (the "Closing Date").</p> <p>* You may wish to note that you are entitled to accept the Partial Offer in respect of approximately ten point three per cent. (10.3%) of the Shares held by you (the "Relevant Percentage Offer Shares") as at 5.00 p.m. on 7 April 2014 (the "Record Date") and in addition, you may tender Shares that are in excess of your Relevant Percentage Offer Shares.</p>	

To: **NG HOCK CHING**
c/o Boardroom Corporate & Advisory Services Pte. Ltd. ("Share Registrar")

Dear Sirs,

The consideration for acceptance of the Partial Offer is \$S0.09 in cash for each Offer Share ("Offer Price"), as stated in the Offer Document.

The acceptance of the Partial Offer at the Offer Price, by way of execution of this FAT below, 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 Partial Offer made by the Offeror, upon the terms and subject to the conditions of 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 abovementioned Offer Shares to the Offeror, and in connection with this FAT, and to enable the Offeror to exercise all rights and receive all benefits accruing to or arising from the abovementioned Offer Shares as specified in the Offer Document.

Warranty. I/We unconditionally and irrevocably warrant that, *inter alia*, each Offer Share in respect of which the Partial Offer is accepted by me/us is, and when transferred to the Offeror, will be (i) fully paid; (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits and entitlements attached thereto as at the Partial Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, other distributions and return of capital (if any) which may be announced, declared, paid or made by Fu Yu Corporation Limited on or after the Partial Offer Announcement Date.

Authorisation – Disclosure. I/We irrevocably authorise the Share Registrar to give, provide, divulge, disclose or reveal any information pertaining to me/us and my/our shareholding, including, without limitation, my/our name(s), my/our NRIC or passport number(s), address(es), the number of Shares registered in my/our name(s), the number of Shares tendered by me/us in acceptance of the Partial Offer, information pertaining to the level of acceptance of the Partial Offer and any other information to the Offeror and any other relevant parties as the Share Registrar may deem fit for the purposes of the Partial Offer and my/our acceptance thereof.

Return of Share Certificate. In the event that the Partial 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 and other documents (including share certificate(s)) will be returned to me/us at the address stated above, or, if none is stated, to me (or my designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register of Members of Fu Yu Corporation Limited) by ordinary post to my/our address as it appears in the Register of Members of Fu Yu Corporation Limited, at my/our own risk as soon as possible but in any event within 14 days from the lapse of the Partial Offer.

Partial Offer Unconditional. If you have accepted the Partial Offer in accordance with the provisions contained herein and in the Offer Document and the Partial Offer becomes or is declared unconditional in all respects, the Share Registrar will send you payment of the Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount on the payment date.

ACCEPTANCE THROUGH FAT	
I/We hereby irrevocably accept the Partial Offer as follows:	
	Please indicate the number of Shares you wish to tender in acceptance of the Partial Offer
Part A	Number of Relevant Percentage Offer Shares* registered in my/our name in respect of which the Partial Offer is accepted
Part B	Number of Excess Shares tendered in acceptance of the Partial Offer
* The exact number of Relevant Percentage Offer Shares in respect of which you are entitled to accept the Partial Offer will be set out in a letter to be despatched to you after the Record Date.	
NOTE: Please refer to paragraph 2 on page 2 of this FAT for instructions on accepting the Partial Offer.	
Date	 Signature(s)/Thumbprint(s) of Shareholder(s)/Joint Shareholders. For corporations, please sign as per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Memorandum and Articles of Association or relevant constitutive documents.

INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Partial Offer in respect of all or part of the total number of Shares registered in their name. This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance of the Partial Offer are set out in Appendix B to the Offer Document.

This FAT has been sent to you on the understanding that all your Shares are registered in your name. If, however, you hold Shares which are deposited in your Securities Account with The Central Depository (Pte) Limited ("CDP") and you wish to accept the Partial Offer in respect of those Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for 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 Depositor from CDP at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 on or prior to 11 April 2014, and at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 on or after 14 April 2014.

1. Acceptance.

1.1 If you wish to accept the Partial Offer using this FAT, it must be completed and signed strictly in the manner set out in the overleaf and in accordance with the provisions and instructions of the Offer Document and you must then submit the relevant share certificate and such other documents as may be required by the Offeror:

- (i) by hand to **NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623**; or
- (ii) by post, in the enclosed pre-addressed envelope at your own risk, to **NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623**,
NOT LATER THAN 5.30 P.M. ON 21 APRIL 2014 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

1.2 The Partial Offer will not become or be capable of being declared unconditional unless the Offeror has received, by the close of the Partial Offer, valid acceptances in respect of not less than 70,000,000 Offer Shares.

1.3 A letter ("Entitlement Notification Letter") will be despatched to the shareholders of the Offeree after the Record Date to notify them:

- (i) of the number of their Relevant Percentage Offer Shares; and
- (ii) if the Share Registrar has received their FAT by the Record Date, of the number of Relevant Percentage Offer Shares and Excess Shares tendered in acceptance of the Partial Offer as indicated on their FAT.

If you are unsure about the number of Shares you hold as at the Record Date or if there is any change in your shareholdings, you may wait until you receive the Entitlement Notification Letter before completing this FAT.

1.4 You may accept the Partial Offer only in respect of the number of Shares held by you as at the Record Date.

1.5 Acceptances in the form of this FAT received by the Share Registrar on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

2. Tendering Shares in acceptance of the Partial Offer

2.1 You are entitled to accept the Partial Offer in respect of the number of Relevant Percentage Offer Shares held by you as at the Record Date. Please insert the number of Relevant Percentage Offer Shares which you wish to tender in acceptance of the Partial Offer in Part A on page 1 of this FAT.

2.2 In addition, you may tender your Excess Shares in acceptance of the Partial Offer. Please insert the number of Excess Shares which you wish to tender in acceptance of the Partial Offer in Part B on page 1 of this FAT.

2.3 Subject to the Partial Offer becoming or being declared unconditional in all respects as described in the Offer Document, acceptances will be met by the Offeror in full to the extent necessary to enable the Offeror to acquire up to the number of Offer Shares (70,000,000 Shares). Where the aggregate number of the Offer Shares tendered in acceptance of the Partial Offer exceeds the number of the Offer Shares (70,000,000 Shares), the Excess Shares tendered in acceptance of the Partial Offer by you will, to the extent necessary to enable the acceptance condition to be satisfied, be accepted in proportion to the total number of Excess Shares tendered by all Relevant Shareholders and in a manner which minimises the number of new of odd-lot shareholdings which may arise as a result as the Offeror may deem fit in his interest. The Share Registrar takes no responsibility for any decisions that the Offeror may have made.

2.4 In determining the number of Shares for which the Partial Offer is made, fractions of a Share will be disregarded.

2.5 In all instances, the number of Shares you will be deemed to have tendered for acceptance under the Partial Offer shall not be more than the number of Shares registered in your name as at 5.00 p.m. on the date of receipt by the Share Registrar, for and on behalf of the Offeror, of this FAT or as at 5.30 p.m. if the date of receipt by the Share Registrar is the Closing Date ("Date of Receipt"), failing which (subject to paragraph 2.3 above) you will be deemed to have accepted the Partial Offer in respect of all the Offer Shares (if any) which are registered in your name on the Date of Receipt.

2.6 If you fail to insert any number of Shares or any indication on Part A or Part B on page 1 of this FAT, you will be deemed **NOT** to have (a) accepted the Partial Offer in respect of any or all of your Relevant Percentage Offer Shares and (ii) subject to paragraph 2.3 above, tendered any or all your Excess Shares in acceptance of the Partial Offer.

3. **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 air mail) to the Shareholder for execution, or if he has executed a Power of Attorney, this FAT may be signed by the Attorney but the signature must be accompanied by a statement reading "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 first be lodged with the Share Registrar and should also be lodged with this FAT for noting. No other signatures are acceptable.

4. Deceased Holders.

(i) If the sole holder is deceased and if the Grant of Probate or Letters of Administration:

- (a) have been registered and lodged with the Share Registrar, this FAT must be signed by all the personal representative(s) of the deceased and lodged with **NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623**; or
- (b) have not been registered and lodged with the Share Registrar, all the personal representative(s) of the deceased must go to the Share Registrar personally together to register and lodge the original Grant of Probate or Letters of Administration with the Share Registrar first, before submitting this FAT.

(ii) If one of the joint holders is deceased and if:

- (a) it is a Joint alternate-signatory account, this FAT must be signed by ANY surviving joint holder(s); and
- (b) it is a Joint signatories account, this FAT must be signed by **ALL** surviving joint holder(s) and lodged with **NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration and all other relevant documentations, in respect of the deceased holder.

5. **Conclusive Evidence.** Lodgement of this FAT with **NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623** duly completed and signed, together with the relevant share certificate and such other documents as may be required by the Offeror, shall be conclusive evidence in favour of the Offeror and the Share Registrar of the right and title of the person signing it to deal with the same and with the Shares which it relates.

6. **Disclaimer and Discretion.** If you wish to accept the Partial Offer, it is your responsibility to ensure that this FAT is properly completed in all respects and all signed and all supporting documents, where applicable, are provided. Each of the Offeror and the Share Registrar, on behalf of the Offeror, reserves the right to:

- (i) reject acceptance of the Partial Offer or FAT which does not comply with the terms of the Partial Offer Document and this FAT or which is unsigned or improperly signed or which is otherwise incomplete, incorrect or invalid in any respect;
- (ii) treat as valid any acceptance of the Partial Offer or FAT otherwise than in accordance with the terms of the Offer Document or this FAT; and
- (iii) in the event you have accepted the Partial Offer (or purported to accept the Partial Offer) in any manner not expressly contemplated or provided in the Offer Document or this FAT, to treat your Shares as having been tendered in acceptance of the Partial Offer (or as having not been tendered in acceptance of the Partial Offer) in such manner as the Offeror may, acting reasonably and in good faith, determine to be most likely having regard to all the relevant circumstances.

Any decision made by the Offeror will be final and binding and none of the Offeror and the Share Registrar accepts any responsibility or liability for any decision made by the Offeror or the consequences of any such decision.

7. **Governing Law and Third Party Rights.** By completing and delivering this FAT, you agree that the agreement arising from the acceptance of the Partial 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 expressly provided otherwise in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Partial Offer, the Offer Document or this FAT has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, 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.

No acknowledgement will be given for submissions made. All communications, notices, documents, including share certificates and remittances will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of the Share Registrar. Settlement of the consideration under the Partial Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Shares to which this FAT relates are registered in your name and such settlement cannot be made until all relevant documents have been properly completed and lodged with NG HOCK CHING C/O THE SHARE REGISTRAR, 50 RAFFLES PLACE, #32-01 SINGAPORE LAND TOWER, SINGAPORE 048623. For reasons of confidentiality, the Share Registrar will not entertain telephone enquiries relating to the number of Shares registered in your name.