

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES ("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 22 SEPTEMBER 2017 ("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 IN THE OFFER DOCUMENT.

IF YOUR ADDRESS AS SHOWN ON THE REGISTER OF MEMBERS OF BRC ASIA LIMITED ("REGISTER") IS OUTSIDE SINGAPORE, YOU ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT CAREFULLY.

MANDATORY CONDITIONAL CASH OFFER ("OFFER") BY ABN AMRO BANK N.V., SINGAPORE BRANCH, FOR AND ON BEHALF OF ESTEEL ENTERPRISE PTE. LTD. ("OFFEROR"), TO ACQUIRE ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF BRC ASIA LIMITED ("COMPANY") (OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING OR DEEMED TO BE ACTING IN CONCERT WITH IT) ("OFFER SHARES")

FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES

(THIS FAT NEED NOT BE SUBMITTED TO TRICOR BARBINDER SHARE REGISTRATION SERVICES (A DIVISION OF TRICOR SINGAPORE PTE LTD) ("REGISTRAR") IF YOU DO NOT WISH TO ACCEPT THE OFFER)

(A) Number of Offer Shares Tendered in Acceptance of Offer	(B) Share Certificate No(s)	Consideration	FOR OFFICIAL USE
		S\$0.925 for each Offer Share	

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 20 October 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("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 (A) above comprised in the share certificate(s) stated in (B) above.

The consideration for acceptance of the Offer is the Offer Price, being S\$0.925 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 subject to the following 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 unconditionally and 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 (a) fully paid-up; (b) free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and (c) together with together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and hereafter attaching thereto, including but not limited to all voting rights and the right to receive and retain all dividends, rights, distributions, returns of capital and/or other entitlements (if any) which may be announced, declared, paid or made thereon by BRC Asia Limited on or after the Offer Announcement Date.

Authorisation – Transfer. 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 Transferee on my/our behalf, in the event of the Offer becoming or being declared to be unconditional in all respects in accordance with its terms.

Authorisation – Settlement. I/We irrevocably authorise and direct the Offeror or its agent to send cheques for the appropriate amounts being the consideration for the Offer Shares payable to me/us or any other documents (including share certificates) which may be returned 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) at the relevant address maintained in the Register, by ordinary post at my/our risk.

Return of Offer Shares. In the event that 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/or any other accompanying documents will be returned to me/us at the address stated above or, if none is stated, to me (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first named in the Register at the relevant address set out in the Register, by ordinary post at my/our own risk as soon as possible, and in any event not later than 14 days from the lapse of the Offer.

Offer Conditional. I/We understand that 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 Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount, as soon as practicable and in any event:

- (i) 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 turns unconditional, within 7 business days after that date; or
- (ii) in respect of acceptances which are complete and valid in all respects and are received after the Offer turns unconditional, but before the Offer closes, within 7 business days after the date of such receipt.

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

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.: _____)
 Address: _____)
 Occupation: _____)

Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the above-named joint Shareholder in the presence of:

Witness' Signature: _____)
 Name: _____)
 NRIC/Passport No.: _____)
 Address: _____)
 Occupation: _____)

Signature of Shareholder/first-named joint Shareholder

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 law 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 in the presence of:

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 certificates 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 certificates with CDP during the period commencing on the date of the Offer Document and ending on the Closing Date (both dates inclusive). Shareholders who deposit their share certificates 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 1 of the Offer Document.

This FAT has been sent to you on the understanding that all your Offer Shares are registered in your name. If, however, your Offer Shares 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 and return at your own risk, the Form of Acceptance and Authorisation ("FAA") in accordance with the instructions printed thereon and the Offer Document. 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, 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:

- (a) complete page 1 of this FAT in accordance with the Offer Document and the instructions printed on this FAT. In particular, you must state in (A) the number of Offer Shares in respect of which you wish to accept the Offer and state in (B), the share certificate number(s) of the relevant share certificate(s). If you:
 - (i) do not specify a number in (A); or
 - (ii) specify a number in (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; and
- (b) sign this FAT in accordance with the Offer Document and the instructions printed on this FAT.

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) and/or 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 the 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:

- (a) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);
 - (b) 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
 - (c) where such Offer Shares are not registered in your name, a transfer form, duly completed and executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either),
- either:
- (i) by hand to **Estee Enterprise Pte. Ltd., c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898;** or
 - (ii) by post, in the enclosed pre-addressed envelope at your own risk, to **Estee Enterprise Pte. Ltd., c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898,**

in each 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. 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, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

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) and/or other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact **Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898.**

6. **No Acknowledgment.** No acknowledgment of receipt of any FAT, share certificate(s) or any other document will be given by the Offeror or the Registrar.

7. **Shareholder Abroad.** If the 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 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:

- (a) the Grant of Probate or Letters of Administration have been registered with the Company Secretary of the Company, this FAT must be signed by all the personal representative(s) of the deceased and lodged with **Estee Enterprise Pte. Ltd., c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898;** or
- (b) the Grant of Probate or Letters of Administration have not been registered with the Company Secretary of the Company, all the personal representative(s) of the deceased must go to the Company Secretary of the Company personally together to register and lodge the original Grant of Probate or Letters of Administration with the Company Secretary of the Company 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 **Estee Enterprise Pte. Ltd., c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898,** 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:

- (a) **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;
- (b) **Incorrect address.** Please write the correct address on this FAT; and
- (c) **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, or, for the avoidance of doubt, any of the Offeror's related corporations, ABN AMRO Bank N.V., Singapore Branch, the Registrar and/or CDP will be entitled, at their sole and absolute discretion, to reject any acceptance of the Offer which is not entirely in order or which does not comply with the terms of this Offer Document and the Relevant Acceptance Forms or which is otherwise incomplete, incorrect, unsigned or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or the FAT, as the case may be, is/are properly completed in all respects, originally signed and all required documents, where applicable, 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, ABN AMRO Bank N.V., Singapore Branch, the Registrar and/or CDP accepts any responsibility or liability for such a decision (including the consequences thereof). The Offeror and ABN AMRO Bank N.V., Singapore Branch 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 this Offer Document and in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions of this Offer Document and in the FAA and/or the FAT, as the case may be. Acceptances in the form of the FAA and/or the FAT, as the case may be, to CDP and/or the Registrar on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

12. **Risk of Posting.** All communications, notices, documents and remittances to be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your respective mailing addresses as they appear in the Register, at the risk of the person entitled thereto (or for the purposes of remittances only, to such different name and addresses as may be specified by you in the FAT, at your own risk).

13. **Conclusive Evidence.** Delivery of this FAT to Estee Enterprise Pte. Ltd., c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898 duly completed and signed, together with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror, shall be conclusive evidence in favour of the Offeror, the Transferee and the Registrar of the right and title of the person 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 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. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

By completing and delivering this FAT, you (a) consent to the collection, use and disclosure of your personal data by the Registrar, CDP, the Central Provident Fund Board, the SGX-ST, the Offeror, ABN AMRO Bank N.V., Singapore Branch and the Company ("Relevant Persons") for the purpose of facilitating your acceptance of the Offer, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines, (b) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable law and (c) agree that you will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.