THIS FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER SHARES (THE "**FAA**") IS IMPORTANT. THIS FAA IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY THE DEPOSITOR(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 FAA RELATES TO THE EXIT OFFER LETTER DATED 13 JANUARY 2016 (THE "**EXIT OFFER LETTER**") IN RELATION TO THE EXIT OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAA BEAR THE SAME MEANING ASCRIBED IN THE EXIT OFFER LETTER.

THE AVAILABILITY OF THE EXIT OFFER TO SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE (THE "**OVERSEAS SHAREHOLDERS**") AS SHOWN IN THE RECORDS OF THE CENTRAL DEPOSITORY (PTE) LIMITED ("**CDP**") 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 EXIT OFFER LETTER.

EXIT OFFER (THE "EXIT OFFER") BY RHB SECURITIES SINGAPORE PTE. LTD. ("RHBSEC") FOR AND ON BEHALF OF RUMAKITA INVESTMENTS PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF ZAGRO ASIA LIMITED (THE "COMPANY") OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR ("OFFER SHARES")

EXIT OFFER FOR OFFER SHARES OF ZAGRO ASIA LIMITED

FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER SHARES

(THIS FAA NEED NOT BE SUBMITTED TO CDP IF YOU DO NOT WISH TO ACCEPT THE EXIT OFFER)

NAME(S) AND ADDRESS OF DEPOSITOR(S)	Securities Account Number
Last date and time for acceptance of the Exit Offer: 5.30 p.m. (Singapore time) on 18 February 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").	If your purchase of the above Offer Shares was settled through your Central Provident Fund ("**CPF**") approved agent bank, finance company or Depository Agent and you wish to accept the Exit Offer, your acceptance would have to be made through your CPF approved agent bank included under the CPF Investment Scheme, finance company or Depository Agent. In such instances, you need not submit this FAA to CDP.

To: **RUMAKITA INVESTMENTS PTE. LTD.**
c/o The Central Depository (Pte) Limited

Dear Sirs,

The consideration for acceptance of the Exit Offer is the Exit Offer Price, being S$0.30 in cash for each Offer Share, as stated in the Exit Offer Letter.

The acceptance of the Exit Offer at the Exit Offer Price, by way of execution of this FAA in accordance with Section A below, is subject to the terms and conditions set out below and in the Exit Offer Letter.

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

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 any person nominated in writing by the Offeror (the "**Transferee**"), and to enable the Offeror or Transferee to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Offer Shares as specified in the Exit Offer Letter.

Warranty. I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Exit Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee, will be fully paid and free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and any other third party rights and interests of any nature whatsoever, and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter (including the right to receive and retain all dividends, rights and other distributions declared, paid or made, the Record Date for which falls on or after the Joint Announcement Date).

CDP Authorisation – Suspense Account. I/We irrevocably authorise CDP to take such measures as it may consider necessary or expedient to prevent any trading of the Offer Shares in respect of which I/we have accepted the Exit Offer during the period commencing on the date of receipt of this FAA by CDP, for and on behalf of the Offeror, and ending on the date of settlement of the consideration for such Offer Shares, in the event of the Delisting Proposal Conditions are fulfilled in accordance with its terms (including, without limitation, transferring the relevant number of such Offer Shares from my/our Securities Account into a suspense account).

CDP Authorisation – Transfer. I/We irrevocably authorise CDP to debit my/our Securities Account and to credit the Securities Account of the Offeror, or the Securities Account of the Transferee, with the relevant number of Offer Shares in respect of which I/we have accepted the Exit Offer on the date of settlement of the consideration for such Offer Shares, in the event the Delisting Proposal Conditions are fulfilled, in accordance with its terms.

CDP Authorisation – Disclosure. I/We irrevocably authorise CDP to give, provide, divulge, disclose or reveal any information pertaining to my/our Securities Account maintained in CDP's record, including, without limitation, my/our name(s), my/our NRIC or passport number(s), Securities Account number, address(es), the number of Offer Shares standing to the credit of my/our Securities Account, the number of Offer Shares tendered by me/us in acceptance of the Exit Offer, information pertaining to the level of acceptance of the Exit Offer and any other information to the Offeror, the Transferee, RHBSEC (which is acting for and on behalf of the Offeror) and any other relevant parties as CDP may deem fit for the purposes of the Exit Offer and my/our acceptance thereof.

Return of Offer Shares. In the event the Delisting Proposal Conditions are not fulfilled, I/we understand that the relevant number of Offer Shares in respect of which I/we have accepted the Exit Offer will be transferred to the "Free Balance" of my/our Securities Account as soon as practicable but in any event not later than 14 days from the lapse of the Exit Offer.

Exit Offer Unconditional. If you have accepted the Exit Offer in accordance with the provisions contained herein and in the Exit Offer Letter and the Delisting Proposal Conditions are fulfilled, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Exit Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount, or in such other manner as you may have agreed with CDP for the payment of any cash distributions, as soon as is practicable and in any event:

(a) in respect of acceptances of the Exit Offer which are complete and valid in all respects and are received on or before the date on which the Exit Offer turns unconditional, within 10 days of that date; or

(b) in respect of acceptances which are complete and valid in all respects and are received after the Exit Offer turns unconditional, but before the Exit Offer closes, within 10 days of the date of such receipt.

SECTION A – ACCEPTANCE THROUGH FAA

II/We hereby irrevocably authorise CDP to effect the transfer from my/our Securities Account with CDP of the following number of Offer Shares to the Securities Account maintained with CDP of the Offeror or the Transferee:

		Please indicate the number of Offer Shares you wish to tender in acceptance of the Exit Offer
Part A	Number of Offer Shares now standing to the credit of the "Free Balance" of my/our Securities Account in respect of which the Exit Offer is accepted	

NOTE: Please refer to paragraphs 2 and 3 of page 2 of this FAA for instructions on inserting the number of Offer Shares above.

PLEASE SIGN HERE

Date

Signature(s)/Thumbprint(s) of Depositor/Joint Depositors.
For corporations, please sign as per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Constitution or relevant constitutive documents.

INSTRUCTIONS

This FAA is for the use of Depositors who wish to accept the Exit Offer in respect of all or part of the total number of Offer Shares standing to the credit of the "Free Balance" of their Securities Account or purchased on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). This FAA and the provisions herein constitute an integral part of the Exit Offer Letter. Further provisions relating to acceptance are set out in Appendix I to the Exit Offer Letter.

This FAA has been sent to you on the understanding that all your Offer Shares are held on your behalf by CDP. If, however, you hold share certificates in respect of some or all of the Offer Shares and you wish to accept the Exit Offer in respect of those Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Transfer for Offer Shares (the "**FAT**") in accordance with the instructions printed thereon. A copy of the FAT may be obtained upon production of satisfactory evidence that you are a Shareholder of the Company, from **Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**.

1. **Acceptance.** If you wish to accept the Exit Offer using this FAA, it must be completed and signed strictly in the manner set out in Section A overleaf and in accordance with the provisions and instructions of the Exit Offer Letter and then submit the signed original to **Rumakita Investments Pte. Ltd., c/o The Central Depository (Pte) Limited by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934**, so as in either case your acceptance should be submitted **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON 18 FEBRUARY 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror**. Proof of posting is not proof of receipt by the Offeror at the above addresses. **The enclosed pre-addressed envelope 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**.

   The Offeror, RHBSEC and/or CDP will be authorised and entitled, in their sole and absolute discretion, to reject any acceptances of the Exit Offer which are not entirely in order or which do not comply with the provisions and instructions contained in the Exit Offer Letter and in this FAA or which are otherwise incomplete, incorrect, unsigned, incorrectly completed, illegible or invalid in any respect. It is your responsibility to ensure that this FAA is accurately completed in all respects, submitted with original signature(s) and required documents, where applicable, are provided. Any decision to reject this FAA will be final and binding and neither CDP, RHBSEC nor the Offeror accepts any responsibility or liability for the consequences of such a decision. The Offeror and RHBSEC each reserves the right to treat acceptances of the Exit 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 Exit Offer Letter or in the FAA, as the case may be, or if made otherwise than in accordance with the provisions of the Exit Offer Letter and this FAA. CDP takes no responsibility for any decision made by the Offeror or RHBSEC. Acceptances in the form of this FAA received by CDP on a Saturday, Sunday or public holiday will only be processed and validated on the next Market Day.

2. **Acceptance by Depositors whose Securities Accounts are credited with Offer Shares.** Please insert in Part A on page 1 of this FAA the number of Offer Shares already standing to the credit of the "Free Balance" of your Securities Account in respect of which the Exit Offer is accepted. Subject to the provisions of paragraph 3 below, if the number of Offer Shares inserted in Part A of this FAA exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. (Singapore time) on the date of receipt of this FAA by CDP, on behalf of the Offeror (the "**Date of Receipt**") or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date) or, if no such number of Offer Shares is inserted in Part A, then you are deemed to have accepted the Exit Offer in respect of all the Offer Shares already standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. (Singapore time) on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).

3. **Acceptance by Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the SGX-ST, a FAA in respect of such Offer Shares bearing your name and Securities Account number will be sent to you by CDP, and if you wish to accept the Exit Offer in respect of such Offer Shares, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares, complete, sign and submit the duly completed and signed original of that FAA in accordance with the instructions contained herein. If you do not receive that FAA, you may obtain a copy, upon production of satisfactory evidence that you have purchased the Offer Shares on the SGX-ST, from The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.

4. **Rejection.** If you purchase Offer Shares on the SGX-ST, your acceptance in respect of such Offer Shares will be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by 5.00 p.m. (Singapore time) on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date). None of CDP, RHBSEC and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

5. **Acceptance via SGX-SSH service (This section is applicable to Depository Agents only).** Depository Agents may accept the Exit Offer via the SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents ("**Electronic Acceptance**"). CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in this FAA and the Exit Offer Letter as if the FAA had been completed, signed in its originality and submitted to CDP.

6. **Depositor Abroad.** If a Depositor is away from home, for example, abroad or on holiday, this FAA should be sent by the quickest means (for example, express air mail) to the Depositor for execution, or if he has executed a Power of Attorney, this FAA 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 CDP and should also be lodged with this FAA for noting. No other signatures are acceptable.

7. **Deceased Holders**

   (a) If the sole holder is deceased and if:

   (i) the Grant of Probate or Letters of Administration have been registered and lodged with CDP, this FAA must be signed by all the personal representative(s) of the deceased and lodged with **Rumakita Investments Pte. Ltd., c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934. The enclosed pre-addressed envelope 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**; or

   (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with CDP, all the personal representative(s) of the deceased must go to CDP personally together to register and lodge the original Grant of Probate or Letters of Administration with CDP first, before submitting this FAA.

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

   (i) it is a Joint alternate-signatory account, this FAA must be signed by **ANY** surviving joint holder(s).

   (ii) it is a Joint signatories account, this FAA must be signed by **ALL** surviving joint holder(s) and lodged with **Rumakita Investments Pte. Ltd.,c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**, accompanied by the Death Certificate and all other relevant documentations, in respect of the deceased holder.

8. **Conclusive Evidence.** Lodgement of this FAA with **Rumakita Investments Pte. Ltd., c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934** duly completed and signed, shall be conclusive evidence in favour of the Offeror, the Transferee and CDP of the right and title of the person signing it to deal with the same and with the Offer Shares which it relates. Upon receipt of this FAA, CDP will transfer the Offer Shares in respect of which you have accepted the Exit Offer from the "Free Balance" of your Securities Account to a "Suspense Account". Such Offer Shares will be held in the "Suspense Account" until the consideration for such Offer Shares has been despatched to you.

9. **Governing Law and Third Party Rights.** By completing and delivering this FAA, you agree that the agreement arising from the acceptance of the Exit 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 FAA or the Exit Offer Letter, a person who is not a party to any contracts made pursuant to the Exit Offer, the Exit Offer Letter and this FAA, 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 and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Exit Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Shares to which this FAA relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until the Delisting Proposal Conditions are fulfilled and all relevant documents have been properly completed and lodged with Rumakita Investments Pte. Ltd., c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934. The enclosed pre-addressed envelope 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.

If you do not have any existing Securities Account in your own name at the time of acceptance of the Exit Offer, your acceptance as contained in this FAA will be rejected.

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares in your Securities Account. You can verify the number of Offer Shares in your Securities Account:– (a) through CDP Online if you have registered for CDP Internet Access Service or (b) through CDP Phone Service if you have a T-Pin.