THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES ("**FAT**") IS IMPORTANT. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY SHAREHOLDERS WHOSE OFFER SHARES ARE NOT DEPOSITED WITH THE CENTRAL DEPOSITORY (PTE) LIMITED ("**CDP**"). IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 3 JUNE 2022 (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 SHALL BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE MAILING ADDRESSES ARE OUTSIDE OF SINGAPORE (THE "**OVERSEAS SHAREHOLDERS**") AS SHOWN IN THE REGISTER OF MEMBERS (THE "**REGISTER**") OF THE COMPANY (AS DEFINED BELOW) 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 CAREFULLY.

MANDATORY UNCONDITIONAL CASH OFFER (THE "OFFER") BY UNITED OVERSEAS BANK LIMITED (THE "FINANCIAL ADVISER"), FOR AND ON BEHALF OF DECLOUT PTE. LTD. (THE "OFFEROR") FOR ALL THE ORDINARY SHARES ("SHARES") IN THE CAPITAL OF PROCURRI CORPORATION LIMITED (THE "COMPANY"), OTHER THAN TREASURY SHARES AND THOSE SHARES ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR (THE "OFFER SHARES").

MANDATORY UNCONDITIONAL CASH OFFER FOR

PROCURRI CORPORATION LIMITED

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.) IF YOU DO NOT WISH TO ACCEPT THE OFFER)

(A) Number of Offer Shares Tendered in Acceptance of the Offer	(B) Share Certificate No(s).	Consideration	FOR OFFICIAL USE
		Offer Price of S$0.425 in cash 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 time and date for acceptance of the Offer: 5.30 p.m. (Singapore time) on 1 July 2022 (the "Closing Date").

I/We,_____(Passport/NRIC/Company Registration Number)_____

(Full name 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 referred to as the "**Transferee**") the Offer Shares as stated in (A) above comprised in the share certificate(s) stated in (B) above. If the number of Offer Shares in respect of acceptances for the Offer as inserted in (A) exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying this FAT, or if no such number of Offer Shares is inserted, then I/we shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying this FAT.

The consideration for acceptance of the Offer is the Offer Price, being S$0.425 in cash for each Offer Share, as stated in the Offer Document.

My/Our acceptance of the Offer at the Offer Price, by way of completion, execution and submission of this FAT to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), is subject to the terms and conditions set out in the Offer Document and in this FAT.

Irrevocable Acceptance. My/Our completion, execution and submission of this FAT to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 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 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 liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and hereafter attaching thereto (including the right to receive and retain all Distributions which may be announced, declared, paid or made thereon by the Company 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. I/We irrevocably authorise and direct the Offeror or its agent to send a cheque in S$ drawn on a bank operating in Singapore for the appropriate amount 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), at the relevant address maintained in the Register, by ordinary post at my/our own risk.

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.:_____)

Address: _____)

Occupation:_____)

_____

Signature of Shareholder/first-named joint Shareholder

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

Witness' Signature: _____)

Name: _____)

NRIC/Passport No.:_____)

Address: _____)

Occupation:_____)

_____

Signature of second-named joint Shareholder, if any

FOR CORPORATE SHAREHOLDERS

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of:)

)

_____ _____)

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 Offeror/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.

_____

Authorised Signatory(ies)

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 CDP. Shareholders who hold the share certificate(s) for 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 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 V to 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, 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 those Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for Offer Shares (the "**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 or have purchased the Offer Shares on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (as the case may be) from CDP by submitting a request to CDP via phone (+65 6535 7511) or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at https://www.sgx.com.

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 as represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT,

   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/or other document(s) of title accompanying this FAT;

   (b) sign this FAT in accordance with the Offer Document and the instructions printed on this FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer); and

   (c) deliver:

   (i) the duly completed and signed original of this FAT in its entirety (no part may be detached or otherwise mutilated);

   (ii) 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. 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 in this FAT. If your share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror is/are not readily available or is/are lost, this FAT should nevertheless be completed and returned by the aforesaid time and the share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror should be forwarded to **DeClout Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)** at **80 Robinson Road #11-02, Singapore 068898**, as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Closing Date**; and

   (iii) any other relevant document(s),

   either by hand or by post in the enclosed pre-addressed envelope at your own risk, to **DeClout Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)** at **80 Robinson Road #11-02, Singapore 068898** so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**.

   This FAT must be sent in its entirety to **DeClout 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 in its originality in accordance with these instructions and no part may be detached or otherwise mutilated. Settlement of the consideration under the Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed. Acceptance in the form of this FAT received by **DeClout Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.),** at the address listed above on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.

2. **Unregistered Shareholding.** If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must 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 duly completed and signed original FAT in its entirety (no part may be detached or otherwise mutilated), accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder(s) 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 Offeror or the Transferee. This will be done on your behalf by a person nominated by the Offeror or the Transferee.

4. **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 in this FAT. If your share certificate(s), 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**. 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 to **DeClout Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)** at **80 Robinson Road #11-02, Singapore 068898** as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Closing Date**.

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

6. **Shareholder Abroad**. If a Shareholder is away from home, for example, abroad or on holiday, this FAT should, subject to the terms set out in the section entitled "Overseas Shareholders" in the Offer Document, be sent by the quickest means (for example, express air mail) to the Shareholder for completion and execution. 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 a 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.

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

   (a) the Grant of Probate or Letters of Administration have been registered and lodged with Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), this FAT must be completed and signed by all the personal representative(s) of the deceased and submitted to **DeClout 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 and lodged with Tricor Barbinder Share Registration Services, all the personal representative(s) of the deceased must personally proceed together to Tricor Barbinder Share Registration Services with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be registered and lodged with Tricor Barbinder Share Registration Services before the personal representative(s) of the deceased can effect the transfer of the Offer Shares.

8. **Joint Shareholder Deceased**. If one of the joint Shareholders is deceased, this FAT must be completed and signed by all the surviving joint Shareholder(s) and lodged with **DeClout 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.

9. **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 this 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.

10. **Disclaimer and Discretion**. The Offeror, the Financial Adviser and Tricor Barbinder Share Registration Services will be entitled, in their sole and absolute discretion, to reject any acceptances of the Offer which do not comply with the provisions and instructions contained in the Offer Document and this FAT or which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, 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 in all respects and that this FAT should be submitted with original signature(s) and that all required documents are provided. Any decision to reject any acceptance and this FAT on the grounds that it has been incompletely, incorrectly or invalidly signed, completed or submitted, unsigned or signed but not in its originality will be final and binding and none of the Offeror, the Financial Adviser or Tricor Barbinder Share Registration Services accepts any responsibility or liability for such a decision, including the consequences thereof. The Offeror and the Financial Adviser each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of any of them at any place or places determined by them otherwise than as stated in the Offer Document, or in this FAT, or if made otherwise than in accordance with the provisions of the Offer Document and the instructions contained in this FAT.

11. **Risk of Posting**. All communications, notices, certificates, documents and remittances to be delivered 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 address as it appears in this FAT or in the Register (if no such address is indicated in this FAT) at your sole risk.

12. **Conclusive Evidence**. Submission of the duly completed and signed original of this FAT, 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, to the Offeror or its agents shall be conclusive evidence in favour of the Offeror, the Transferee, the Financial Adviser and Tricor Barbinder Share Registration Services 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.

13. **Settlement**. If you have accepted the Offer in accordance with the provisions contained herein and in the Offer Document, payment will 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) by ordinary post to your address as it appears in the Register at your own risk (or to such different name and address as may be specified by you in this FAT and at your own risk), by way of a cheque in S$ drawn on a bank operating in Singapore for the appropriate amount, as soon as practicable but in any event within seven (7) business days of the date of receipt of your acceptance of the Offer.

14. **Third Party Rights**. 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 Offer, the Offer Document and this FAT has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein and in 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.

15. **Personal Data.** By completing and submitting this FAT, you (a) consent to the collection, use and disclosure of your personal data by the Offeror, the Financial Adviser, CDP, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), CPF Board, the SGX-ST, Securities Clearing and Computer Services (Pte) Ltd and the Company (collectively, the "**Relevant Persons**") or any persons designated by the Relevant Persons in connection with the purpose of facilitating your acceptance of the Offer, and in order for the Relevant Persons or such designated person 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 laws; and (c) agree that you will indemnify the Relevant Persons or such designated person in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.

16. **Governing Law**. By completing, signing and submitting the original of 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.