

FORM OF ACCEPTANCE AND TRANSFER

TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER. THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 13 JUNE 2017 (“OFFER DOCUMENT”) ISSUED BY WING TAI HOLDINGS LIMITED AND WING TAI INVESTMENT & DEVELOPMENT PTE LTD (COLLECTIVELY, “JOINT OFFERORS”) THROUGH MAYBANK INVESTMENT BANK BERHAD (“MAYBANK IB”).

Unless the context otherwise requires or where otherwise defined in this Form of Acceptance and Transfer, the definitions contained in the Offer Document shall also apply in this Form of Acceptance and Transfer.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed WTM Shares as securities required to be deposited into the CDS. Therefore, all dealings in WTM Shares that have been deposited into the CDS will be carried out in accordance with the SICDA and the Rules of Bursa Depository.

If you intend to accept the Offer made by the Joint Offerors through Maybank IB, you should complete and sign this Form of Acceptance and Transfer in accordance with the instructions contained in this Form of Acceptance and Transfer and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately if you have any doubt about the Offer.

If you have sold or transferred all your Offer Shares, you should hand this Form of Acceptance and Transfer and the accompanying Offer Document immediately to the person through whom you effected the sale or transfer for delivery to the purchaser or transferee.

UNCONDITIONAL TAKE-OVER OFFER

BY



WING TAI HOLDINGS LIMITED

*(Company Registration No. 196300239D)
(Incorporated in the Republic of Singapore)*

AND

WING TAI INVESTMENT & DEVELOPMENT PTE LTD

*(Company Registration No. 198300630N)
(Incorporated in the Republic of Singapore)*

(COLLECTIVELY, “JOINT OFFERORS”)

THROUGH



Maybank Investment Bank Berhad (15938-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN WING TAI MALAYSIA BERHAD (“WTM”) (“WTM SHARES”) (EXCLUDING TREASURY SHARES) NOT ALREADY OWNED BY THE JOINT OFFERORS FOR A CASH OFFER PRICE OF RM1.80 PER WTM SHARE (“OFFER”)

For Holders whose Offer Shares are deposited into the CDS, if you wish to accept the Offer, please refer to Note 1(A) of this Form of Acceptance and Transfer.

For Holders who have purchased the Offer Shares but the Offer Shares have not been credited into your CDS account as at the Closing Date, if you wish to accept the Offer, please refer to Note 1(D) of this Form of Acceptance and Transfer.

For Non-resident Holders, if you wish to accept the Offer, please refer to Note 1(E) of this Form of Acceptance and Transfer.

Acceptances must be received by **5.00 p.m. (Malaysian time) on 4 July 2017**, being the First Closing Date or such later date(s) as the Joint Offerors may decide and announced by Maybank IB, on behalf of the Joint Offerors, at least 2 days before the Closing Date. Subject to the provisions of the Rules, the Joint Offerors may extend the date and time for the acceptance of the Offer beyond the First Closing Date.

This Form of Acceptance and Transfer consists of 6 printed pages only

NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM OF ACCEPTANCE AND TRANSFER

If you are an individual, you must, except as mentioned below, personally sign this Form of Acceptance and Transfer. If you are a corporation, you must execute this Form of Acceptance and Transfer under your common seal, the common seal being affixed and witnessed in accordance with your Constitution or signed on your behalf by an authorised officer or attorney.

In order to avoid any inconvenience and delay to yourself, the following points may assist you:

1. (A) If your Offer Shares are deposited into your CDS account

To accept the Offer, you are required to:

- (i) complete and sign this Form of Acceptance and Transfer;
- (ii) complete and sign the Bursa Depository Transfer Form (FTF010), which can be obtained from your ADA/ADM, in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form;
- (iii) complete in full the following particulars as contained in the Bursa Depository Transfer Form:
 - (a) particulars of the securities;
 - (b) particulars of the depositor;
 - (c) particulars of the witness;
 - (d) particulars of the transferee as appearing below; and
 - (e) category and approved reason for transfer as appearing below.

In respect of (d) and (e) above, you are requested to complete the particulars of the transferee as follows:

CDS account no.	: 098 001 061716486
Name of transferee	: Maybank Securities Nominees (Asing) Sdn Bhd Maybank Kim Eng Securities Pte Ltd For Wing Tai Investment & Development Pte Ltd
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason for transfer	: To cross (X) on category B1 only (take-over offer)

- (iv) proceed to lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM for the transfer of the Offer Shares deposited in the CDS on any Market Day prior to the Closing Date.

The transfer request shall be submitted by 4.00 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository; and

- (v) **enclose the Depositor's Copy of the Bursa Depository Transfer Form** (with the details of the reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected) duly verified and acknowledged by your ADA/ADM, together with this completed and signed Form of Acceptance and Transfer and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares and despatch by ordinary mail at your own risk or deliver by hand, to the Registrar at the following address, so as to arrive **not later than 5.00 p.m. (Malaysian time) on 4 July 2017**, being the First Closing Date or, such later date(s) as the Joint Offerors may decide and announced by Maybank IB, on behalf of the Joint Offerors, at least two (2) days before the Closing Date:

Securities Services (Holdings) Sdn Bhd

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damasara Heights
50490 Kuala Lumpur
Malaysia

Telephone No.: +603 2084 9000
Facsimile No.: +603 2094 9940 / 2095 0292

The Registrar will not issue any acknowledgement of receipt of the Form of Acceptance and Transfer and the accompanying documents in respect of the Offer. Proof of time of postage shall not constitute proof of time of receipt by the Registrar.

(B) If the Holder is away from his/her registered address and this Form of Acceptance and Transfer is received by an agent of the Holder

The agent of the Holder should send this Form of Acceptance and Transfer by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she has executed a Power of Attorney, have this Form of Acceptance and Transfer signed by the attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, a certified true copy of the Power of Attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form of Acceptance and Transfer for noting and lodged with the Registrar at the address set out in Note 1(A)(v) above.

The Holder should then proceed to perform the procedures as set out in Note 1(A) above. No other signature is acceptable.

(C) If the Holder is deceased

In order to accept the Offer, the duly completed Form of Notification of Death of Depositor ("**Form of Notification**") as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the executor or administrator of the deceased's estate must be effected by Bursa Depository. This Form of Acceptance and Transfer must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the Offer Shares have been effectively transferred by Bursa Depository and who is registered as the holder of the Offer Shares and the procedures set out in Note 1(A) above shall be applicable.

(D) If your Offer Shares purchased have yet to be credited into your CDS account as at the Closing Date

If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account, you should forward this completed Form of Acceptance and Transfer together with the relevant contract note for the Offer Shares as evidence of your beneficial ownership of the Offer Shares to the Registrar at the address set out in Note 1(A)(v) above so as to arrive no later than 5.00 p.m. (Malaysian time) on the Closing Date. You must then perform the procedures as set out in Notes 1(A)(ii) and (iii) above. Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1(A)(iv) above and then forward the Depositor's Copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the address as set out in Note 1(A)(v) above within 7 days from the Closing Date.

(E) If you are a Non-resident Holder

To accept the Offer, the procedures set out below and in Note 1(A) above are applicable to you. You should also refer to **Section 3 of Appendix II** of the Offer Document. In particular, you should also take note of the representations and warranties set out therein, which will be applicable to you upon acceptance of the Offer.

If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full observance of the laws of the relevant jurisdiction where you reside and in Malaysia in connection with the Offer, including without limitation the following:

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities required to be observed; and
- (v) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You will be solely responsible for the payment of any transfer fees or taxes or other requisite payments due in such jurisdiction. The Joint Offerors, the Registrar and Maybank IB shall be entitled to be fully indemnified and held harmless by you for any transfer fees or taxes or other payments which you may be required to pay.

If you receive a copy of the Offer Document and this Form of Acceptance and Transfer in any jurisdiction other than Malaysia, you may not:

- (i) treat the same as constituting an invitation or offer to sell your securities or participate in the Offer;
- (ii) use this Form of Acceptance and Transfer unlawfully by contravening any relevant registration or other legal requirements; or
- (iii) use this Form of Acceptance and Transfer, if in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you.

In such circumstances, the Offer Document and this Form of Acceptance and Transfer are sent for **information only** and any use or acceptance thereof may be invalid and disregarded.

2. This Form of Acceptance and Transfer must be completed in English or Bahasa Malaysia and submitted to the Registrar at the address set out in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using BLOCK LETTERS. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Joint Offerors. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form of Acceptance and Transfer may be obtained from the Registrar at the address set out in Note 1(A)(v) above from the Despatch Date up to the Closing Date. You may also download this Form of Acceptance and Transfer from the website of Bursa Malaysia Berhad at www.bursamalaysia.com.
5. Further instructions are contained in **Appendix II** of the Offer Document.
6. If you fail to comply with any of the terms or conditions pertaining to the acceptance of the Offer as set out in this Form of Acceptance and Transfer and the Offer Document, the Joint Offerors may, at their discretion, elect to consider whether or not you have accepted the Offer. The decision of the Joint Offerors is final and binding.

Settlement of the cash consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur. All documents sent to the Registrar will be at your own risk.

The latest time and date for the lodgement of this completed Form of Acceptance and Transfer (together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares) is 5.00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) above, if your Offer Shares have yet to be credited into your CDS account as at the Closing Date.

Notes:

- ⁽¹⁾ *If WTM declares, makes or pays any dividend and/or other distribution on or after the date of the Notice but prior to the Closing Date and the Holder is entitled to retain such dividend and/or distribution, the Offer Price shall be reduced by the amount equivalent to the net dividend and/or net distribution per WTM Share which such Holder is entitled to.*
- ⁽²⁾ *Where Note 1(B) of this Form of Acceptance and Transfer is applicable.*
- ⁽³⁾ *Where Note 1(C) of this Form of Acceptance and Transfer is applicable.*
- ⁽⁴⁾ *Where Note 1(D) of this Form of Acceptance and Transfer is applicable.*
- ⁽⁵⁾ *Delete as applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required.*
- ⁽⁶⁾ *A corporation must affix its common seal which must be witnessed in accordance with its Constitution or signed on its behalf by an authorised officer or attorney.*

This completed Form of Acceptance and Transfer together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares must be submitted to the Registrar at the following address:

**Securities Services (Holdings) Sdn Bhd
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damasara Heights
50490 Kuala Lumpur
Malaysia**

**Telephone No.: +603 2084 9000
Facsimile No.: +603 2094 9940 / 2095 0292**

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