

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES (AS DEFINED BELOW) ("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 3 MARCH 2021 ("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 AS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE MAILING ADDRESSES AS SHOWN ON THE REGISTER OF MEMBERS OF CEI LIMITED ("REGISTER") ARE OUTSIDE SINGAPORE ("OVERSEAS SHAREHOLDERS") 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.

**VOLUNTARY CONDITIONAL OFFER ("OFFER") BY PRICEWATERHOUSECOOPERS CORPORATE FINANCE PTE LTD ("PWC CF") FOR AND ON BEHALF OF AEM SINGAPORE PTE. LTD. ("OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES ("SHARES") IN THE CAPITAL OF CEI LIMITED ("COMPANY") OTHER THAN THOSE ALREADY HELD BY THE OFFEROR AS AT THE DATE OF THE OFFER ("OFFER SHARES").**

**VOLUNTARY CONDITIONAL OFFER FOR  
CEI LIMITED  
FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

**(THIS FAT NEED NOT BE SUBMITTED TO IN.CORP CORPORATE SERVICES PTE. LTD. (FORMERLY KNOWN AS RHT CORPORATE ADVISORY PTE. LTD.)  
IF YOU DO NOT WISH TO ACCEPT THE OFFER)**

Part (A) – Number of Offer Shares Tended in Acceptance of the Offer	Part (B) – Share Certificate No(s).	Part (C) – Offer Consideration (Choose ONE out of the three available options)			FOR OFFICIAL USE
		Offer Consideration of S\$1.15 for each Offer Share			
		<input type="checkbox"/> Option 1 Cash Consideration	<input type="checkbox"/> Option 2 85/15 Cash Shares Consideration	<input type="checkbox"/> Option 3 70/30 Cash Shares Consideration	
		S\$1.15 in cash for each Offer Share	S\$0.9775 in cash and 0.0486 New AEM Holdings Shares for each Offer Share*	S\$0.8050 in cash and 0.0972 New AEM Holdings Shares for each Offer Share*	
<p><b>NOTE: You can only select ONE out of the three options above and not a combination thereof in respect of your Offer Shares. Please refer to paragraph 1 on page 2 of this FAT for instructions on selecting the form of Offer Consideration and inserting the number of Offer Shares above. Last time and date for acceptance of the Offer: 5.30 p.m. (Singapore time) on 31 March 2021 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").</b></p>					

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 called the "Transferee") the Offer Shares as stated in Part (A) above comprised in the share certificate(s) stated in Part (B) above.  
**If the number of Offer Shares in respect of acceptances for the Offer as inserted in Part (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 S\$1.15 for each Offer Share (the "Offer Consideration") to be satisfied either in cash or a combination of cash and new ordinary shares in the capital of AEM Holdings Ltd. ("New AEM Holdings Shares") in the following proportions: (a) S\$1.15 in cash (being the Cash Consideration), (b) S\$0.9775 in cash and 0.0486 New AEM Holdings Shares\* (being the 85/15 Cash Shares Consideration) and (c) S\$0.8050 in cash and 0.0972 New AEM Holdings Shares\* (being the 70/30 Cash Shares Consideration), as stated in the Offer Document. Fractions of a New AEM Holdings Share will not be issued to any holder of Offer Shares who accepts the Offer and elects either the 85/15 Cash Shares Consideration or the 70/30 Cash Shares Consideration, and will be disregarded.

The Offer Consideration is final and the Offeror does not intend to revise the Offer Consideration.  
 My/Our acceptance of the Offer at the Offer Consideration, by way of completion, execution and submission of this FAT to In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory 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 In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory 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. Except as expressly provided in The Singapore Code on Take-overs and Mergers, my/our acceptance of the Offer is irrevocable.

**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 Offer Shares stated in Part (A) above 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 as or on behalf of the beneficial owner(s) thereof are, and when transferred to the Offeror or the Transferee, will be (i) fully paid, (ii) free from all Encumbrances, and (iii) transferred together with all rights, benefits, entitlements and advantages attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto, including but not limited to, the right to receive and retain all dividends, rights, other distributions and/or return of capital (if any) declared, paid or made by the Company in respect of the Offer Shares on or after the Pre-Conditional Offer Announcement Date. In the event of any such Distribution, the Offer Consideration payable shall be reduced by the amount of such Distribution in accordance with the terms and subject to the conditions contained in the Offer Document.

**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 in a bank operating in Singapore for the appropriate amount being the cash component of the Offer 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.

**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, my/our share certificates, and/or any other accompanying document(s) will be returned to me/us at the relevant address set out in the Register (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register), by ordinary post at my/our own risk as soon as possible but, in any event, not later than 14 days from the lapse or withdrawal (as the case may be) of the Offer.

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.

\_\_\_\_\_  
Director

\* Please note that in the event the Offer Consideration is reduced by an amount which is equal to the Distribution (as stated in Section 2.6 of the Offer Document), the proportion of cash and New AEM Holdings Shares under the Cash Shares Consideration Options will be adjusted based on 85% in the form of cash and 15% in the form of New AEM Holdings Shares (in the case of the 85/15 Cash Shares Consideration) and 70% in the form of cash and 30% in the form of New AEM Holdings Shares (in the case of the 70/30 Cash Shares Consideration) and the exact amount of cash and number of New AEM Holdings Shares payable under the Cash Shares Consideration Options will be announced by or on behalf of the Offeror at the appropriate time.

