

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES (THE "FAT") IS IMPORTANT. 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 4 DECEMBER 2020 (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 BEAR THE SAME MEANING ASCRIBED TO THEM IN THE OFFER DOCUMENT.

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

MANDATORY UNCONDITIONAL CASH OFFER (THE "OFFER") BY UNITED OVERSEAS BANK LIMITED ("UOB"), FOR AND ON BEHALF OF RMDV INVESTMENTS PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED ORDINARY SHARES (EXCLUDING TREASURY SHARES) IN THE CAPITAL OF LUM CHANG HOLDINGS LIMITED (THE "COMPANY"), OTHER THAN THOSE SHARES ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT (THE "OFFER SHARES")

Part (A): Number of Offer Shares Tendered in Acceptance of Offer	Part (B): Share Certificate No(s).	Offer Consideration	FOR OFFICIAL USE
		S\$0.38 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 date and time for acceptance of the Offer: 5.30 p.m. (Singapore time) on 18 January 2021 (the "Closing Date").

**MANDATORY UNCONDITIONAL CASH OFFER FOR OFFER SHARES IN
LUM CHANG HOLDINGS LIMITED**

FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES

(THIS FAT NEED NOT BE SUBMITTED TO TRICOR BARBINDER SHARE REGISTRATION SERVICES IF YOU DO NOT WISH TO ACCEPT THE OFFER)

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.

The consideration for acceptance of the Offer is the Offer Price, being S\$0.38 in cash for each Offer Share, as stated in the Offer Document.

Irrevocable Acceptance. My/Our execution and submission 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. Except as expressly provided in the Offer Document and 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 abovementioned 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 abovementioned 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 Transferee, will be (i) fully paid; (ii) free from all claims, charges, liens, pledges, mortgages, encumbrances, declaration of trusts, hypothecation, retention of title, power of sale, equities, options, rights of pre-emption, rights of first refusal, moratorium or other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (if any) which may be declared, paid or made thereon by the Company on or after the Announcement Date together with all interest accrued thereon.

Authorisation. I/We irrevocably authorise any person nominated in writing by the Offeror or Transferee to date this FAT and to complete the particulars of the Offeror or Transferee on my/our behalf. I/We irrevocably authorise and direct the Offeror or his agent to send payment for the appropriate amount to me/us at the address stated above or, if none is set out, to me (or in 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.

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

PLEASE SIGN HERE

FOR INDIVIDUAL SHAREHOLDERS

Signed, sealed and delivered by the abovenamed Shareholder/Joint Shareholder in the presence of: _____)
Witness' Signature: _____)
Name: _____)
NRIC/Passport No.: _____)
Address: _____)
Occupation: _____)

Signature of Shareholder/First Joint Shareholder

Signed, sealed and delivered by the abovenamed Shareholder in the presence of: _____)
Witness' Signature: _____)
Name: _____)
NRIC/Passport No.: _____)
Address: _____)
Occupation: _____)

Signature of Joint Shareholder, if any

FOR CORPORATE SHAREHOLDERS

The Common Seal of the abovenamed 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, other constitutive documents and/or other regulations. If a corporation does not by the laws of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such manner as may be binding on the corporation under the laws of the country of its incorporation and which is acceptable to the Offeror. The Offeror is 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 in this FAT.

The Common Seal of the Offeror/Transferee was hereunto affixed 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 their total holding of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited (the "CDP"). This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix 2 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 those Offer Shares, you should complete, sign and return at your own risk, in accordance with the instructions printed thereon, a Form of Acceptance and Authorisation ("FAA"). If you do not receive the FAA, you may contact CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or email CDP at asksgx@sgx.com. Electronic copies of the FAA may also be obtained on the website of the SGX-ST at www.sgx.com.

1. If you wish to accept the Offer, this FAT must be completed and signed strictly in accordance with the provisions of the Offer Document and the following instructions:
 - (i) 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 Part (A) of this FAT the number of Offer Shares in respect of which you wish to accept the Offer and state in Part (B) of this FAT the share certificate number(s) of the relevant share certificate(s).** If you:
 - (a) do not specify such number in Part (A) of this FAT; or
 - (b) specify a number in Part (A) of this FAT which exceeds the number of Offer Shares represented by the share certificate(s) accompanying this FAT, you shall be deemed to have accepted the Offer in respect of the total number of Offer Shares represented by the share certificate(s) accompanying this FAT,
 - (ii) sign this FAT in accordance with the provisions and instructions of the Offer Document and the instructions printed on this FAT; and
 - (iii) deliver:
 - (a) this duly 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 other relevant document(s) required by the Offeror and/or the Receiving Agent 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 this FAT;
 - (c) where such Offer Shares are not registered in your name, a transfer form, duly 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 the Transferee or a person authorised by either); and
 - (d) any other relevant document(s),
either **by hand** or **by post** (affixing sufficient postage as necessary), at your own risk to **RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898**, as soon as possible but in any event so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. If your share certificate(s) and/or other document(s) or 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 documents required by the Offeror forwarded to **RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services 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. Proof of posting is not proof of receipt by the Offeror at the above address.
2. The consideration for the Offer Shares will not be despatched until the required documents or satisfactory indemnities and appropriate statutory declarations are received by the Offeror. Notwithstanding the aforesaid, the Offeror, UOB and/or Tricor Barbinder Share Registration Services will be entitled, in 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 provisions and instructions contained in the Offer Document and this FAT or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect 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. Any decision to reject any acceptance will be final and binding and none of the Offeror, UOB or Tricor Barbinder Share Registration Services accepts any responsibility or liability for the consequences of such a decision. Acceptances in the form of this FAT received by Tricor Barbinder Share Registration Services on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.
3. **If you hold share certificate(s) in respect of the Offer Shares beneficially owned by you and you wish to accept the Offer, you should not deposit your 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). If you deposit the share certificate(s) in respect of the Offer Shares beneficially owned by you with CDP during this period, your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.**
4. **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.**
5. If a 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 must be 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, the original Power of Attorney or a certified true copy thereof must first be lodged with this FAT for noting. No other signatures are acceptable.
6. If the sole Shareholder is deceased and if:
 - (a) the Grant of Probate or Letters of Administration has been registered with the company secretary of the Company, this FAT must be signed by the personal representative(s) of the deceased and lodged with **RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898**; or
 - (b) the Grant of Probate or Letters of Administration has not been registered with the company secretary of the Company, the personal representative(s) of the deceased must sign this FAT. However, the original Grant of Probate or Letters of Administration must be lodged with **RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898** before the personal representative(s) of the deceased can effect the transfer of the Offer Shares.
7. If one of the joint Shareholders is deceased, this FAT must be signed by all surviving joint Shareholders and lodged with **RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services 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.
8. If your name or other particulars are shown incorrectly in the share certificate(s), for example:
 - (a) *Incorrect name.* Please complete this FAT with the correct name and lodge it accompanied by 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 deed poll with this FAT for noting.
9. Delivery of the duly completed and signed FAT, together with the relevant share certificate(s) and/or other documents of title and/or other relevant document(s) required by the Offeror, to the Offeror or their agents shall be conclusive evidence in favour of the Offeror, the Transferee and/or the Receiving Agent of the rights and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.
10. **As the Offer has been declared unconditional in all respects**, if you have validly accepted the Offer in accordance with the provisions contained herein and in the Offer Document, remittances in the form of a S\$ crossed cheque for the aggregate Offer Price in respect of the Offer Shares validly tendered in acceptance of the Offer will be despatched to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the joint accepting Shareholder first-named in the Register, as the case may be) 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 in Singapore for the appropriate amount as soon as practicable and in any event within seven (7) Business Days of the date of such receipt of your acceptance which is complete and valid in all respects.
11. 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 expressly provided to the contrary in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, this FAT and the Offer Document 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 therein, 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 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 and all communications, notices, certificates, documents and remittances will be sent by ordinary post at the risk of the person(s) entitled thereto. Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed and lodged with RMDV Investments Pte. Ltd. c/o Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898.