

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES (AS DEFINED BELOW) (THE “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 LISTCO OFFER DOCUMENT DATED 21 AUGUST 2018 (THE “LISTCO OFFER DOCUMENT”) IN RELATION TO THE LISTCO SHARE 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 LISTCO OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE AND HONG KONG (THE “OVERSEAS SHAREHOLDERS”) AS SHOWN ON THE REGISTER OF MEMBERS OF TECHCOMP (HOLDINGS) LIMITED (THE “REGISTER OF MEMBERS”) MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS SHAREHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED “IMPORTANT NOTE TO OVERSEAS SHAREHOLDERS AND OVERSEAS OPTIONHOLDERS” IN THE LISTCO OFFER DOCUMENT CAREFULLY.

UNCONDITIONAL MANDATORY CASH OFFER (THE “LISTCO SHARE OFFER”) BY DELOITTE & TOUCHE CORPORATE FINANCE LIMITED (“DELOITTE CORPORATE FINANCE”), FOR AND ON BEHALF OF BAODI INTERNATIONAL INVESTMENT COMPANY LTD (THE “OFFEROR”), FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES (THE “SHARES”) IN THE CAPITAL OF TECHCOMP (HOLDINGS) LIMITED (THE “COMPANY”), OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT (THE “OFFER SHARES”).

UNCONDITIONAL MANDATORY CASH OFFER FOR  
TECHCOMP (HOLDINGS) LIMITED  
FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARES

(THIS FAT NEED NOT BE SUBMITTED TO M & C SERVICES PRIVATE LIMITED (THE “SINGAPORE TRANSFER AGENT”) IF YOU DO NOT WISH TO ACCEPT THE LISTCO SHARE OFFER)

(A) Number of Offer Shares Tendered in Acceptance of Listco Share Offer	(B) Share Certificate No(s).	Consideration	FOR OFFICIAL USE
		Listco Share Offer Price of HK\$3.267 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 Listco Share Offer: 4:00 p.m. (Singapore time) on 11 September 2018 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “Listco Offers Closing Date”).			

I/We, \_\_\_\_\_ (Passport/NRIC/Company Registration No.) \_\_\_\_\_  
(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 (the Offeror or such other person hereinafter called the “Transferee”) the Offer Shares as stated in (A) above comprised in the share certificate(s) stated in (B) above.  
The consideration for acceptance of the Listco Share Offer is the Listco Share Offer Price, being HK\$3.267 in cash for each Offer Share, as stated in the Listco Offer Document.

The acceptance of the Listco Share Offer at the Listco Share Offer Price, by way of completion, execution and submission of this FAT to the Singapore Transfer Agent, is subject to the terms and conditions set out in this FAT and in the Listco Offer Document.

Irrevocable Acceptance. My/Our completion, execution and submission of this FAT to the Singapore Transfer Agent shall constitute my/our irrevocable acceptance of the Listco Share Offer, upon the terms and subject to the conditions contained in this FAT and in the Listco Offer Document. Save as set out in the Takeovers Code and the Listco Offer Document, my/our acceptance 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 above-mentioned Offer Shares stated in (A) above to 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 Listco Offer Document.

Warranty. I/We unconditionally and irrevocably warrant, *inter alia*, that the Offer Shares in respect of which the Listco Share Offer is accepted by me/us 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 liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and (iii) together with all rights, benefits and entitlements attached thereto as at the date of the Listco Share Offer and thereafter attaching thereto (including but not limited to the right to receive and retain all dividends, rights, other distributions and return of capital (if any) which may be announced, declared, paid or made by the Company on or after the date of the Listco Share Offer).

Listco Share Offer Unconditional. As the Listco Share Offer is unconditional in all respects in accordance with its terms, payment will be sent to me/us (or my/our designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first-named in the Register of Members) by ordinary post to my/our address as it appears in the Register of Members at my/our own risk (or to such different name and address as may be specified by me/us in this FAT and at my/our own risk), by way of a Singapore Dollar crossed cheque drawn on a bank in Singapore for the appropriate amount (based on the prevailing Hong Kong Dollar to Singapore Dollar exchange rate as at such latest practicable date prior to payment of the same by the Offeror) at my/our own risk, as soon as practicable and in any event within seven Business Days of the date of receipt of acceptances of the Listco Share Offer which are complete and valid in all respects.

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 Singapore Dollar crossed cheque drawn on a bank operating in Singapore for the appropriate amount (based on the prevailing Hong Kong Dollar to Singapore Dollar exchange rate as at such latest practicable date prior to payment of the same by the Offeror), 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 stated, to me/us (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register of Members) at the relevant address set out in the Register of Members, by ordinary post at my/our own risk.


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

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: \_\_\_\_\_ )


PLEASE SIGN HERE



\_\_\_\_\_  
Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the above-named joint 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 above-named Shareholder was hereunto affixed in the presence of:

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

Notes:  
(1) A husband must not witness the signature of his wife and *vice versa*.  
(2) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.  
(3) 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 Listco Offer Document and this FAT.  _____ Authorised Signatory

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UNCONDITIONAL MANDATORY CASH OFFER FOR TECHCOMP (HOLDINGS) LIMITED

## INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Listco Share Offer in respect of all or part of the total number of Offer Shares represented by share certificate(s) held by them which have not been deposited with The Central Depository (Pte) Limited (“CDP”). Shareholders who hold the share certificate(s) for the Offer Shares beneficially owned by them and who wish to accept the Listco Share 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 Listco Offer Document and ending on the Listco Offers 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 Singapore Securities Accounts credited with the relevant number of Offer Shares in time for them to accept the Listco Share Offer. This FAT and the provisions herein constitute an integral part of the Listco Offer Document. Further provisions relating to acceptance of the Listco Share Offer are set out in Appendix I to the Listco Offer Document under the section titled “Further Terms and Procedures for Acceptance of the Listco Offers”.

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 Listco Share 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 (the “SGX-ST”) (as the case may be), from **The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588. Electronic copies of the FAA may also be obtained on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).**

1. **Acceptance by Shareholders.** If you wish to accept the Listco Share Offer in respect of all or any of your Offer Shares, you should:
  - (i) complete page 1 of this FAT in accordance with the Listco Offer Document and the instructions printed on this FAT. **In particular, you must state in (A) on page 1 of this FAT the number of Offer Shares in respect of which you wish to accept the Listco Share Offer and state in (B) on page 1 of this FAT the share certificate number(s) of the relevant share certificate(s).** If you:
    - (a) do not specify a number in (A) on page 1 of this FAT; or
    - (b) specify a number in (A) on page 1 of this FAT which exceeds the number of Offer Shares represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT, your FAT will be considered incomplete and invalid, and will be rejected by the Offeror;
  - (ii) sign this FAT in accordance with the Listco Offer Document and the instructions printed on this FAT; and
  - (iii) deliver:
    - (a) the duly completed and signed original of this 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 Singapore Transfer Agent relating to the Offer Shares in respect of which you wish to accept the Listco Share Offer; and
    - (c) any other relevant document(s), either:
      - (1) **by hand** to **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**; or
      - (2) **by post**, in the enclosed pre-addressed envelope **at your own risk**, to **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**,in each case so that your acceptance arrives **NO LATER THAN 4:00 P.M. (SINGAPORE TIME) ON THE LISTCO OFFERS CLOSING DATE**. Proof of posting is not proof of receipt by the Offeror at the above addresses.  
If the completed and signed FAT is delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with this FAT. It is your responsibility to affix adequate postage on the said envelope. Settlement of the consideration under the Listco Share Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed.
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 and/or the Singapore Transfer Agent 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 of the Offer Shares 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).
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 of Members 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 Listco Offer Document and this FAT. If your share certificate(s) or transfer form(s) and/or other relevant document(s) required by the Offeror is/are not readily available or is/are lost, please contact **M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**. This FAT should nevertheless be completed and delivered as above if you wish to accept the Listco Share Offer. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded to **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902** as soon as possible thereafter but in any event **not later than 4:00 p.m. (Singapore time) on the Listco Offers 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, Deloitte Corporate Finance or the Singapore Transfer Agent 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 “Important Notes to Overseas Shareholders and Overseas Optionholders” in the Listco Offer Document, be sent by the quickest means (for example, by express airmail) 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. **Sole Shareholder Deceased.** If the sole Shareholder is deceased and if:
  - (i) the grant of probate or letters of administration have been registered and lodged with **M & C Services Private Limited**, this FAT must be completed and signed by all the personal representative(s) of the deceased and submitted to **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**; or
  - (ii) the grant of probate or letters of administration have not been registered and lodged with **M & C Services Private Limited**, all the personal representative(s) of the deceased must personally proceed together to **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902** with the original grant of probate or letters of administration. The grant of probate or letters of administration must be registered and lodged with **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902** before the personal representative(s) of the deceased can effect the transfer of the Offer Shares to which this FAT relates.
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 **Baodi International Investment Company Ltd c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**, 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:
  - (i) **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;
  - (ii) **Incorrect address.** Please write the correct address on this FAT and enclose a certified true copy of your identification document showing the correct address; and
  - (iii) **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.** Each of the Offeror, Deloitte Corporate Finance and/or the Singapore Transfer Agent will be entitled, in their sole and absolute discretion, to reject or treat as valid any acceptances of the Listco Share Offer through this FAT which is not entirely in order or which does not comply with the provisions and instructions contained in the Listco 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 Listco Share Offer, it is your responsibility to ensure that this FAT is properly completed and executed in all respects, submitted with original signature(s) and that all required documents (where applicable) are provided. Any decision to reject or treat as valid this FAT will be final and binding and none of the Offeror, Deloitte Corporate Finance or the Singapore Transfer Agent accepts any responsibility or liability for such a decision, including the consequences thereof.  
Each of the Offeror and Deloitte Corporate Finance reserves the right to treat acceptances of the Listco Share 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 Listco Offer Document or in this FAT, or if made otherwise than in accordance with the provisions of the Listco Offer Document and the instructions contained in this FAT. Any decision to treat such acceptances as valid will be final and binding and none of the Offeror, Deloitte Corporate Finance or the Singapore Transfer Agent accepts any responsibility or liability for such a decision, including the consequences thereof.  
The Singapore Transfer Agent takes no responsibility for any decision made by the Offeror or Deloitte Corporate Finance. Acceptances in the form of this FAT received by the Offeror, Deloitte Corporate Finance and/or the Singapore Transfer Agent on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.
11. **Risk of Posting.** All communications, notices, certificates, documents and remittances to 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 of Members) will be sent by ordinary post to your address as it appears in this FAT or in the Register of Members (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 and/or the Singapore Transfer Agent, to the Offeror or its agents shall be conclusive evidence in favour of the Offeror, the Transferee and the Singapore Transfer Agent 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. **Governing Law and Third Party Rights.** By completing and delivering this FAT, you agree that the agreement arising from the acceptance of the Listco Share 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 FAT or the Listco Offer Document, a person who is not a party to any contracts made pursuant to the Listco Share Offer, the Listco Offer Document and this FAT, 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.

By completing and delivering this FAT, you (i) consent to the collection, use and disclosure of your personal data by the Offeror, Deloitte Corporate Finance, CPF Board, the SGX-ST, the Singapore Transfer Agent, CDP and the Company (the “Relevant Persons”) for the purpose of facilitating your acceptance of the Listco Share Offer, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines; (ii) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable laws, listing rules, regulations and/or guidelines; and (iii) agree that you will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of warranty.