

VOLUNTARY UNCONDITIONAL GENERAL OFFER

By



DBS BANK LTD.

(Company Registration No.: 196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

STAR ATTRACTION LIMITED

(Company Registration No.: 150267)
(Incorporated in the British Virgin Islands)

to acquire all the issued and paid-up ordinary shares in the capital of

WHEELOK PROPERTIES (SINGAPORE) LIMITED

(Company Registration No.: 197201797H)
(Incorporated in the Republic of Singapore)

DESPATCH OF NOTICE PURSUANT TO SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

DBS Bank Ltd. ("**DBS Bank**") refers to the offer document dated 10 August 2018 (the "**Offer Document**") issued by DBS Bank, for and on behalf of Star Attraction Limited (the "**Offeror**"), in relation to the voluntary unconditional general offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the share capital of Wheelock Properties (Singapore) Limited (the "**Company**"), other than those Shares already owned or agreed to be acquired by the Offeror as at the date of the Offer.

The Offer has closed at 5.30 p.m. (Singapore time) on 2 October 2018.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. DESPATCH OF NOTICE PURSUANT TO SECTION 215(3) OF THE COMPANIES ACT

- 2.1 As stated in the announcement on 2 October 2018 by DBS Bank, for and on behalf of the Offeror, as the Offeror has received valid acceptances pursuant to the Offer which, together with the Shares held by it, its related corporations and their respective nominees, comprise more than 90% of the total number of issued Shares, **Shareholders who have not accepted the Offer ("**Non-Assenting Shareholders**") have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares on the same terms as those applicable to the Offer (including the Offer Price).**

2.2 In connection with the foregoing, the Offeror has today despatched the following documents to Non-Assenting Shareholders:

- (a) a letter in relation to, *inter alia*, the right of Non-Assenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Shares held by them on the same terms as set out in the Offer Document (the "**Letter**");
- (b) the relevant notice in the form prescribed under the Companies Act in relation to Section 215(3) of the Companies Act, namely Form 58 ("**Form 58**"); and
- (c) the Form of Exercise and Transfer (the "**FET**").

Copies of the Letter, Form 58 and FET are attached to this Announcement.

2.3 Non-Assenting Shareholders may, within three (3) months from the date of the Form 58, that is, on or before 29 January 2019, give notice to the Offeror in the manner set out in the Letter (and the Relevant Acceptance Forms) to require the Offeror to acquire their Shares.

2.4 **Non-Assenting Shareholders who wish to exercise such right or who are in doubt as to their position are advised to seek their own independent legal advice.**

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
DBS Bank Ltd.

For and on behalf of
STAR ATTRACTION LIMITED
29 October 2018

Any queries relating to this Announcement or the Offer should be directed during normal business hours to:

DBS Bank Ltd.
Strategic Advisory

Tel: +65 6878 3913

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor DBS Bank undertakes any obligation to update publicly or revise any forward-looking statements.

STAR ATTRACTION LIMITED

(Incorporated in the British Virgin Islands)
(BVI Company number: 150267)

29 October 2018

To: The Shareholders of Wheelock Properties (Singapore) Limited

Dear Sir/ Madam

RIGHTS OF SHAREHOLDERS OF WHEELOCK PROPERTIES (SINGAPORE) LIMITED (“SHAREHOLDERS”) UNDER SECTION 215(3) OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE) (THE “ACT”)

1. INTRODUCTION

1.1 **Offer.** We, Star Attraction Limited (the “**Offeror**”), refer to the voluntary unconditional general offer (the “**Offer**”) by DBS Bank Ltd. (“**DBS Bank**”), for and on behalf of the Offeror, for all the issued and paid-up ordinary shares (the “**Shares**”) in the share capital of Wheelock Properties (Singapore) Limited (the “**Company**”), other than those Shares already owned or agreed to be acquired by the Offeror as at the date of the Offer.

All capitalised terms used but not defined in this letter (this “**Letter**”) shall have the same meanings given to them in the offer document dated 10 August 2018 issued by DBS Bank, for and on behalf of the Offeror in respect of the Offer (the “**Offer Document**”), unless otherwise expressly stated or the context otherwise requires.

1.2 **Final Closing Date.** As announced by DBS Bank, for and on behalf of the Offeror, on 2 October 2018, the Offer has closed at 5.30 p.m. (Singapore time) on 2 October 2018.

1.3 **Non-Acceptance of the Offer.** The Company was delisted from the Official List of the SGX-ST on 18 October 2018 (the “**Delisting Date**”) with effect from 9.00 a.m.. According to the records as at 18 October 2018 maintained by M & C Services Private Limited, the share registrar of the Company, you have not accepted the Offer in respect of your Shares.

2. SHAREHOLDERS’ RIGHTS UNDER SECTION 215(3) OF THE ACT

2.1 **Section 215(3) of the Act.** As the Shares acquired by the Offeror pursuant to the Offer, together with any other Shares held by the Offeror, comprise more than 90% of the total number of issued Shares, Shareholders who have not accepted the Offer have a right, under and subject to Section 215(3) of the Act and the terms set out in the prescribed form 58 under Section 215(3) of the Act as enclosed with this Letter (“**Form 58**”), to require the Offeror to acquire their Shares, **on the same terms as those applicable to the Offer (the “Section 215(3) Right”). Shareholders who wish to exercise their Section 215(3) Right are advised to seek their own independent legal advice.**

2.2 **Form 58.** You may, within three (3) months from the date of the Form 58 (that is, by 5.30 p.m. (Singapore time) on or before 29 January 2019 (the “**Expiry Date**”)), give notice in the manner set out in paragraph 2.3 of this Letter to require the Offeror to acquire your Shares. Where you have given such notice with respect to your Shares, the Offeror shall be entitled and bound to acquire those Shares on the same terms as those set out in the Offer Document.

2.3 **Action.** The procedures for exercising the Section 215(3) Right are as follows:

(a) **Scrip Holders – Form of Exercise and Transfer.** If you hold Shares, you should receive this Letter together with the Form of Exercise and Transfer (“**FET**”). Please refer to this Letter and the FET for instructions on exercising your rights under Section 215(3) of the Act.

- (b) **CPFIS Investors and SRS Investors.** If your purchase of the Shares was settled through your CPF Agent Banks and/or SRS Agent Banks (as the case may be), and you wish to exercise your rights under Section 215(3) of the Act, your exercise of such rights will have to be made through your CPF Agent Banks and/or SRS Agent Banks (as the case may be). CPFIS Investors and SRS Investors who wish to exercise their Section 215(3) Right are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Expiry Date. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

- 2.4 **Settlement.** Upon our receipt of a valid written notification from you exercising your Section 215(3) Right (in the manner set out in paragraph 2.3 above) and all relevant documents required by us are complete in all respects and in accordance with the instructions given in this Letter and the FET, remittances in the form of S\$ cheques for the appropriate amounts payable in respect of your Shares will be despatched to you by ordinary post at your own risk, as soon as practicable but in any event within seven (7) business days after the receipt of notice from you exercising your Section 215(3) Right.

3. **TERMS OF THE OFFER**

As you have the right to require the Offeror to acquire your Shares on the same terms as those set out in the Offer Document, we wish to draw your attention to the following salient terms of the Offer as set out in the Offer Document which will be similarly applicable to your exercise of the Section 215(3) Right:

(a) **Offer Price**

As mentioned in the Offer Document, the offer price for each Share is S\$2.10 in cash (the "**Offer Price**").

(b) **No Encumbrances**

The Shares are to be acquired (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 ("**Encumbrances**"), and (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all Distributions, if any, which may be announced, declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date). If any Distributions is declared, paid or made by the Company on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such Distributions paid or made by the Company to Shareholders who exercise the Section 215(3) Right.

(c) **Warranty**

The exercise of the Section 215(3) Right by a Shareholder will be deemed to constitute an unconditional and irrevocable warranty by such Shareholder that each Share in respect of which such Shareholder has exercised the Section 215(3) Right is sold by the Shareholder, as or on behalf of the beneficial owner(s) thereof, (i) fully paid, (ii) free from all Encumbrances, and (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all Distributions which may be announced, declared, paid or made by the Company on or after the Offer Announcement Date).

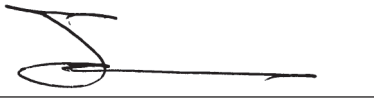
4. CONSULTATION

If you are in any doubt about any of the matters referred to in this Letter or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

5. OTHERS

If you have any other queries in relation to this Letter, please call DBS Bank's helpline at +65 6878 3913.

Yours faithfully,
For and on behalf of
STAR ATTRACTION LIMITED

A handwritten signature in black ink, appearing to be 'S. Tin Hoi Ng', written over a horizontal line.

Stephen Tin Hoi Ng
Director

APPENDIX

PROCEDURES FOR REQUIRING THE OFFEROR TO ACQUIRE YOUR SHARES UNDER SECTION 215(3) OF THE ACT

1. Shareholders should receive this Letter together with the FET. If:
 - (a) your Shares were previously held through The Central Depository (Pte) Limited before the Delisting Date, your share certificate(s) has/have been separately despatched to you by M & C Services Private Limited for and on behalf of the Company; or
 - (b) you have been holding your Shares in physical share certificates, you should already have them in your safekeeping.
2. If you wish to exercise your rights under Section 215(3) of the Act, you should:
 - (a) complete and sign the accompanying FET in accordance with the provisions and instructions in this Letter and the provisions and instructions printed on the FET. In particular, you must state in Section (A) of the FET the number of Shares in respect of which you wish to exercise your rights under Section 215(3) of the Act and state in Section (B) of the FET, the share certificate number(s) of the relevant share certificate(s). If you:
 - (i) do not specify a number in Section (A) of the FET; or
 - (ii) specify a number in Section (A) of the FET which exceeds the number of Shares represented by the share certificate(s) attached thereto and/or other document(s) of title accompanying the FET,you shall be deemed to have exercised your rights under Section 215(3) of the Act in respect of all the Shares as represented by the share certificate(s) attached to the FET and/or other document(s) of title accompanying the FET;
 - (b) sign the FET in accordance with the provisions and instructions in this Letter and the provisions and instructions printed on the FET; and
 - (c) deliver:
 - (i) the **duly completed and signed original of the FET 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 Shares in respect of which you wish to exercise your rights under Section 215(3) of the Act. If you are recorded in the register of members of the Company (the "**Register**") as holding Shares but do not have the relevant share certificate(s) relating to such 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 this Letter and the FET. 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, the FET 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 **Star Attraction Limited, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**, as soon as possible thereafter but in any event **to arrive not later than 5.30 p.m. (Singapore time) on the Expiry Date**; and

(iii) any other relevant document(s),

either:

(A) **by hand**, to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**; or

(B) **by post**, in the enclosed pre-addressed envelope at your own risk, to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**,

in each case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE EXPIRY DATE**. Settlement of the consideration pursuant to the exercise of your rights under Section 215(3) of the Act cannot be made until all relevant documents have been properly completed and delivered.

3. If your 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 documents required by the Offeror together with a duly completed and signed original of the FET 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 Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by either party).
4. No acknowledgement of receipt of any FET, 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 by the Offeror, DBS Bank or M & C Services Private Limited.
5. All communications, notices, certificates, documents and remittances will be sent to you (or your designated agent or, in the case of joint Shareholders who have not designated any agent, to the one first named in the Register) by ordinary post to your respective addresses as it appears in the FET or in the Register (if no such address is indicated in the FET) at your sole risk.
6. If you wish to exercise your rights under Section 215(3) of the Act, it is your responsibility to ensure that the FET is properly completed and executed in all respects and is submitted with original signature(s) and that all required documents (where applicable) are provided. The Offeror, DBS Bank and/or M & C Services Private Limited will be authorised and entitled, at their sole and absolute discretion, to reject any exercise of your rights under Section 215(3) of the Act through the FET which is not entirely in order or which does not comply with the provisions and instructions contained in this Letter and in the FET, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject any FET 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, DBS Bank and/or M & C Services Private Limited accepts any responsibility or liability in relation to such decision, including the consequences thereof.
7. Any exercise of your right under Section 215(3) of the Act in the form of the FET received by the Offeror, DBS Bank and/or M & C Services Private Limited on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.
8. Submission of the duly completed and signed original of the FET to M & C Services Private Limited and/or, as the case may be, the Offeror or DBS Bank, shall be conclusive evidence in favour of the Offeror, DBS Bank and M & C Services Private Limited of the right and title of the person(s) signing it to deal with the same and with the Shares to which it relates.
9. If you have any other queries in relation to the procedures, please call M & C Services Private Limited's helpline at +65 6227 6660.

THE COMPANIES ACT
(CHAPTER 50)

THE COMPANIES REGULATIONS
SECTION 215 (3) /
REGULATION 11 (2)

NOTICE TO NON-ASSENTING SHAREHOLDER

FORM

58

Name of Company: **WHEELOCK PROPERTIES (SINGAPORE) LIMITED**

Company No: **197201797H**

To: The non-assenting shareholders of Wheelock Properties (Singapore) Limited

In this notice:-

WHEELOCK PROPERTIES (SINGAPORE) LIMITED is referred to as “**the transferor company**”, and

STAR ATTRACTION LIMITED is referred to as “**the transferee**”.

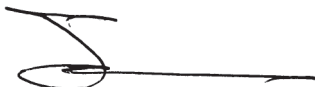
A scheme or contract involving the transfer of ordinary shares in the transferor company to the transferee was, up to 2 October 2018, approved by the holders of not less than 90% of the total number of ordinary shares in the transferor company.

In pursuance of that scheme or contract, an aggregate of 1,078,114,401 ordinary shares in the transferor company were, up to 9 October 2018 transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of Section 215 of the Companies Act, that those shares together with such other shares in the transferor company already held by the transferee, its related corporations or their respective nominees and the shares held by the transferor company as treasury shares at the last mentioned date comprise or include 90% of the total number of ordinary shares in the transferor company.

In pursuance of the abovementioned provisions you may, within three (3) months from the giving of this notice, give notice that you require the transferee to acquire your holding of ordinary shares in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this 29th day of October 2018.



Stephen Tin Hoi Ng
Director, Star Attraction Limited

THIS FORM OF EXERCISE AND TRANSFER ("FET") IS IMPORTANT. THIS FET 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 FET RELATES TO THE LETTER (THE "LETTER") FROM STAR ATTRACTION LIMITED (THE "OFFEROR") AND THE ENCLOSED NOTICE TO NON-ASSENTING SHAREHOLDERS ("FORM 58") DATED 29 OCTOBER 2018. UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FET BEAR THE SAME MEANING AS ASCRIBED TO THEM IN THE LETTER.

**RIGHTS OF SHAREHOLDERS OF WHEELOCK PROPERTIES (SINGAPORE) LIMITED UNDER SECTION 215(3) OF THE COMPANIES ACT
(CHAPTER 50 OF SINGAPORE) (THE "ACT")**

FORM OF EXERCISE AND TRANSFER

(THIS FET NEED NOT BE SUBMITTED TO M & C SERVICES PRIVATE LIMITED IF YOU DO NOT WISH TO EXERCISE YOUR RIGHTS UNDER SECTION 215(3) OF THE ACT)

| (A) Number of Shares in respect of which you wish to exercise your rights under Section 215(3) of the Act | (B) Share Certificate No(s). | Consideration | FOR OFFICIAL USE |
|---|------------------------------|------------------------|------------------|
| | | S\$2.10 for each Share | |

NOTE: Please refer to paragraph 1 of page 2 of this FET for instructions on inserting the number of Shares above. Last time and date for exercising your rights under Section 215(3) of the Act: 5.30 p.m. (Singapore time) on 29 January 2019 (the "Expiry Date").

I/We, _____ (Passport No./NRIC/Company Registration Number) _____
 (Full name of Shareholder and joint Shareholder(s), if any)

of _____

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 Shares as stated in Section (A) above comprised in the share certificate(s) stated in Section (B) above.

The consideration for the exercise of my/our rights under Section 215(3) of the Act is S\$2.10 in cash for each Share (the "Offer Price"), subject to the terms as set out in the Letter and this FET.

My/Our exercise of my/our rights under Section 215(3) of the Act, by way of completion, execution and submission of this FET to M & C Services Private Limited, is subject to the terms and conditions set out below and in the Letter.

Section 215(3) of the Act. My/Our completion, execution and submission of this FET to M & C Services Private Limited shall constitute my/our unconditional and irrevocable notice to the Offeror that I/we require the Offeror to acquire the number of Shares stated in Section (A) above under Section 215(3) of the Act, upon the terms and subject to the conditions contained in the Letter and this FET.

Assistance. I/We unconditionally and irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such exercise of my/our rights under Section 215(3) of the Act and the transfer of the Shares stated in Section (A) above to the Offeror or the Transferee or any person nominated in writing by 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 Shares stated in Section (A) above as specified in the Letter and this FET.

Warranty. I/We unconditionally and irrevocably warrant that each Share in respect of which I/we have exercised my/our rights under Section 215(3) of the Act is, and when transferred to the Offeror or the Transferee, will be (a) fully paid, (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) transferred together with all rights, benefits and entitlements attached thereto as at the date of the announcement of the Offer (the "Offer Announcement Date") and thereafter attaching thereto (including the right to receive and retain, in respect of the Shares, all dividends and other distributions or return of capital which may be announced, declared, paid or made by the Company in respect of the Shares 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 FET 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 in Singapore for the appropriate amount being the consideration for the 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 Shareholders, to the joint Shareholder first-named in the Register), to the relevant address maintained in the Register, by ordinary post at my/our own risk.

If you wish to exercise your rights under Section 215(3) of the Act, 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-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:**
- (a) A husband must not witness the signature of his wife and *vice versa*.
 - (b) In the case of joint shareholdings, this FET must be signed by all joint Shareholders.
 - (c) In the case of a corporation, this FET must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or relevant 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 FET, this FET 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 Shares as specified or comprised in this FET subject to the terms and conditions in the Letter and this FET.

 Director

 Witness

INSTRUCTIONS

This FET is for the use of Shareholders who wish to exercise their rights under Section 215(3) of the Act in respect of all or part of the total number of Shares (a) previously held by you through The Central Depository (Pte) Limited before the Delisting Date and now represented by share certificate(s) that was/were despatched to you by M & C Services Private Limited, and (b) already held in physical share certificates which are already in your safekeeping. This FET and the provisions herein constitute an integral part of the Letter. Further provisions relating to the exercise of the rights under Section 215(3) of the Act are set out in the Letter.

1. **Exercise of rights under Section 215(3) of the Act.** If you wish to exercise your rights under Section 215(3) of the Act, you should:
 - (i) complete and sign page 1 of this FET in accordance with the provisions and instructions in the Letter and the provisions and instructions printed on this FET. **In particular, you must state in Section (A) the number of Shares in respect of which you wish to exercise your rights under Section 215(3) of the Act and state in Section (B), the share certificate number(s) of the relevant share certificate(s).** If you:
 - (a) do not specify a number in Section (A); or
 - (b) specify a number in Section (A) which exceeds the number of Shares represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FET,you shall be deemed to have exercised your rights under Section 215(3) of the Act in respect of all the Shares as represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FET;
 - (ii) sign this FET in accordance with the provisions and instructions in the Letter and the provisions and instructions printed on this FET; and
 - (iii) deliver:
 - (a) the **duly completed and signed original of this FET in its entirety** (no part may be detached or otherwise mutilated);
 - (b) the **share certificate(s)**, other document(s) of title and/or relevant document(s) required by the Offeror relating to the Shares in respect of which you wish to exercise your rights under Section 215(3) of the Act. If you are recorded in the register of members of the Company (the "Register") as holding Shares but do not have the relevant share certificate(s) relating to such 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 Letter and this FET. 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 FET 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 **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**, as soon as possible thereafter but in any event to arrive not later than **5.30 p.m. (Singapore time) on the Expiry Date**; and
 - (c) any other relevant document(s), either:
 - (1) **by hand**, to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**; or
 - (2) **by post**, in the enclosed pre-addressed envelope at your own risk, to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**,in each case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE EXPIRY DATE**. Settlement of the consideration pursuant to the exercise of your rights under Section 215(3) of the Act cannot be made until all relevant documents have been properly completed and delivered.

This FET must be sent in its entirety to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**, 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 pursuant to the exercise of your rights under Section 215(3) of the Act will be subject to, amongst other things, the receipt of all relevant documents, properly completed. Any exercise of your right under Section 215(3) of the Act in the form of this FET received by **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902**, at the address listed above on Saturday, Sunday or public holiday will only be processed and validated on the next business day.
2. **Unregistered Shareholding.** If your 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 documents required by the Offeror together with a duly completed and signed original of this FET 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 Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror, Transferee or a person authorised by either party).
3. **Date of FET.** Please do not date this FET or insert the name of the Offeror or 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 Shares but do not have the relevant share certificate(s) relating to such 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 Letter and this FET. If your share certificate(s) and/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, 112 Robinson Road #05-01, Singapore 068902**. This FET should nevertheless be completed and delivered as above if you wish to exercise your rights under Section 215(3) of the Act. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902** as soon as possible thereafter but in any event to arrive not later than **5.30 p.m. (Singapore time) on the Expiry Date**.
5. **No Acknowledgements.** No acknowledgement of receipt of any FET, 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 by the Offeror, DBS Bank or M & C Services Private Limited.
6. **Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FET should be sent by the quickest means (for example, express airmail) to the Shareholder for completion and execution. If he has executed a Power of Attorney, this FET may be signed by the Attorney but the Attorney's signature in this FET must be accompanied by a statement stating that this FET 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 FET. No other signatures are acceptable.
7. **Deceased Shareholders.** 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 FET must be completed and signed by all the personal representative(s) of the deceased Shareholder and submitted to **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 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 Shareholder must proceed together to **M & C Services Private Limited** personally with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be registered and lodged with **M & C Services Private Limited** before the personal representative(s) of the deceased Shareholder can effect the transfer of the Shares.
8. **Joint Shareholder Deceased.** If one of the joint Shareholders is deceased, this FET must be completed and signed by all the surviving joint Shareholder(s) and lodged with **STAR ATTRACTION LIMITED, c/o M & C Services Private Limited, 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 FET 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 FET are one and the same;
 - (ii) **Incorrect address.** Please write the correct address on this FET; and
 - (iii) **Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FET for noting.
10. **Disclaimer and Discretion.** It is your responsibility to ensure that this FET is properly completed in all respects, signed and all supporting documents where applicable, are provided. The Offeror, DBS Bank and/or M & C Services Private Limited will be authorised and entitled, at their sole and absolute discretion, to reject, any exercise of your rights under Section 215(3) of the Act through this FET which is not entirely in order or which does not comply with the provisions and instructions contained in the Letter and this FET or which is not accompanied by the relevant share certificate(s), and/or 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 exercise your rights under Section 215(3) of the Act, it is your responsibility to ensure that this FET is properly completed in all respects and that this FET should be submitted with original signature(s) and that all required documents are provided. Any decision to reject this FET 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, DBS Bank or M & C Services Private Limited accepts any responsibility or liability in relation to such decision, including the consequences thereof. The Offeror and DBS Bank each reserves the right to treat any exercise of the rights under Section 215(3) of the Act 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 Letter, or in this FET, or if made otherwise than in accordance with the provisions and instructions contained in the Letter and the provisions and instructions printed on this FET.
11. **Risk of Posting.** All communications, notices, certificates, documents and remittances will be sent to you (or your designated agent or, in the case of joint Shareholders who have not designated any agent, to the one first named in the Register) by ordinary post to your respective addresses as it appears in this FET or in the Register (if no such address is indicated in this FET) at your sole risk.
12. **Conclusive Evidence.** Submission of the duly completed and signed original of this FET, together with the relevant share certificate(s) and/or other documents 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, DBS Bank and M & C Services Private Limited of the right and title of the person(s) signing it to deal with the same and with the Shares to which it relates.
13. **Third Party Rights.** Unless expressly provided otherwise in this FET or the Letter, a person who is not a party to any contracts made pursuant to the Letter, Form 58 and this FET, 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 and in the Letter, 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.
14. **Governing Law.** By completing, signing and submitting the original of this FET, you agree that the agreement arising from the exercise of your rights under Section 215(3) of the Act 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.