

**FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARES
("FORM FOR THE OFFER SHARES")**

TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

THIS FORM FOR THE OFFER SHARES IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS FORM IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 2 NOVEMBER 2020 ISSUED BY WONG SAK KUAN AND YAU MING TECK ("JOINT OFFERORS") THROUGH KAF INVESTMENT BANK BERHAD ("KAF IB") ("OFFER DOCUMENT").

Unless the context otherwise requires or where otherwise defined in this Form for the Offer Shares, the definitions contained in the Offer Document shall also apply in this Form for the Offer Shares.

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

If you intend to accept the Offer, you should complete and sign this Form for the Offer Shares in accordance with the instructions contained in this Form for the Offer Shares and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

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

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

CONDITIONAL MANDATORY TAKE-OVER OFFER

BY

WONG SAK KUAN

AND

YAU MING TECK

("JOINT OFFERORS")

THROUGH



INVESTMENT BANK BERHAD
Registration No. 197401003530 (20657-W)

TO ACQUIRE

- (i) ALL THE REMAINING ORDINARY SHARES IN MESB BERHAD ("MESB") NOT ALREADY OWNED BY THE JOINT OFFERORS AND SUCH NUMBER OF NEW ORDINARY SHARES IN MESB THAT MAY BE ISSUED AND ALLOTTED PRIOR TO THE CLOSING OF THE OFFER ARISING FROM THE EXERCISE OF THE OUTSTANDING WARRANTS IN MESB NOT ALREADY OWNED BY THE JOINT OFFERORS ("OFFER SHARES"); AND**
- (ii) ALL THE REMAINING UNEXERCISED OUTSTANDING WARRANTS IN MESB NOT ALREADY OWNED BY THE JOINT OFFERORS ("OFFER WARRANTS"),**

FOR A CASH OFFER PRICE OF RM0.315 PER OFFER SHARE AND RM0.015 PER OFFER WARRANT ("OFFER")

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

For Holders who have purchased the Offer Shares before the Closing Date but the Offer Shares have not been credited into your CDS account, if you wish to accept the Offer, please refer to Note 1(B) of this Form for the Offer Shares.

For Non-Resident Holders of the Offer Shares, if you wish to accept the Offer, please refer to Note 1(E) of this Form for the Offer Shares.

Acceptances for the Offer must be received by 5:00 p.m. (Malaysian Time) on Monday, 23 November 2020, being the First Closing Date or such later date(s) as may be announced by KAF IB on behalf of the Joint Offerors, at least two (2) days before the Closing Date. Subject to the provisions of the Rules, the Joint Offerors may extend or revise the date and time for the acceptance of the Offer beyond the First Closing Date. Notices of such extension will be posted to you accordingly.

NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM FOR THE OFFER SHARES

If you are an individual, you must, except as mentioned below, personally sign this Form for the Offer Shares. If you are a corporation, you must execute this Form for the Offer Shares under your common seal, which has to be affixed and witnessed in accordance with your Constitution or other regulations and signed on your behalf by a duly authorised officer or attorney.

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

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

To accept the Offer, you are required to:-

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

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

CDS account no.	: 053001016196461
Name of transferee	: KAF Investment Bank Berhad
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason of transfer	: To cross (X) on category B1 only (take-over offer)

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

The transfer of securities shall be effected on the same Market Day provided that the request for transfer is submitted by 3.30 p.m. (Malaysian Time) in compliance with the directions and Rules of Bursa Depository; and

- (v) **Enclose the Depositor's Copy of your Bursa Depository Transfer Form** (with the details of the reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected) duly verified and acknowledged by your ADA/ADM together with this completed and signed Form for the Offer Shares and an acknowledgement of transfer issued by your ADA/ADM, and where applicable, other documents of title or the relevant contract notes for the Offer Shares and despatch by ordinary mail at your own risk or deliver by hand, so as to arrive **not later than 5:00 p.m. (Malaysian time) on Monday, 23 November 2020**, being the First Closing Date, or such later dates as may be announced by KAF IB on behalf of the Joint Offerors, at least two (2) days before the Closing Date, to the Registrar at the following address:-

Boardroom Share Registrars Sdn. Bhd.
(Registration No. 199601006647 / 378993-D)
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor

Telephone : +603- 7890 4700
Facsimile : +603- 7890 4700
Email address : BSR.Helpdesk@boardroomlimited.com or
Zulkernaen.Samad@boardroomlimited.com

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

A return envelope is hereby enclosed for your convenience.

(B) If the Holder is away from his/her/its registered address and this Form for the Offer Shares is received by the agent of the Holder

The agent of the Holder should send this Form for the Offer Shares by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she/it has executed a Power of Attorney, have this Form for the Offer Shares signed by the Attorney and accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. In the latter case, the Power of Attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form for the Offer Shares for nothing and lodged with the Registrar for the Offer at the address as set out in Note 1(A)(v) above.

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

In the event that this Form for the Offer Shares, the Offer Document or other documents related to this Offer are sent or transmitted to a Holder of the Offer Shares in any other jurisdiction other than Malaysia, reference should be made to Section 3 of Appendix II of the Offer Document which shall apply equally to the Holder of the Offer Shares,

(C) If the Holder is deceased

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

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

- (i) If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account, you should forward this completed Form for the Offer Shares together with the relevant contract note as evidence of your beneficial ownership of the Offer Shares to the Registrar for the Offer at the address set out in Note 1A(v) so as to arrive not later than 5.00 p.m. on the Closing Date.

- (ii) Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1A(v) above and then forward the Depositor's copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar for the Offer at the address as set out in Note 1(A)(v) above within seven (7) days from the Closing Date.

The Joint Offerors have the right to deem your acceptance as invalid if the Depositor's copy of the Bursa Depository Transfer Form is not received by the Registrar for the Offer within seven (7) days from the Closing Date.

(E) If you are a Non-Resident Holder

To accept the Offer, the procedures set out below and in Note 1(A) are applicable to you. You should also refer to Section 3 of Appendix II of the Offer Document.

If you wish to accept the Offer, it is your sole responsibility to satisfy yourself as to the full observance of the laws of your relevant jurisdiction and in Malaysia in connection with the Offer, including without limitation, the following:-

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

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

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

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

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

2. This Form for the Offer Shares must be completed in English or Bahasa Malaysia and submitted to the Registrar at the address set out in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using **BLOCK LETTERS**. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Joint Offerors. Amendments must be clearly legible and should be countersigned by you.

4. Additional copies of this Form for the Offer Shares may be obtained from the Registrar at the address set out in Note 1(A)(v) above, during normal business hours, i.e. from 8:30 a.m. (Malaysian time) to 5:30 p.m. (Malaysian time) on Mondays to Fridays (excluding public holidays in Malaysia), or downloaded from the website of Bursa Securities at www.bursamalaysia.com, from the Posting Date up to the Closing Date.
5. Further instructions are contained in Appendix II of the Offer Document.
6. If you fail to comply in all respect with any terms and conditions pertaining to the acceptances as set out in this Form for the Offer Shares and in the Offer Document, the Joint Offerors may, at its discretion, consider that you have not accepted the Offer. The Joint Offerors' decision is final and binding.

Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Registrar, Boardroom Share Registrars Sdn. Bhd. at the address set out in Note 1(A)(v) above.

All documents sent to the Registrar will be at your own risk.

The latest time and date for the lodgement of this completed Form for the Offer Shares (together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and an acknowledgment of transfer issued by your ADA / ADM and where applicable, other documents of title or the relevant contract note) is at 5.00. p.m. on the Closing date, subject to Note 1(D) of this Form for your Offer Shares if your Offer Shares are not credited into your CDS account.

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FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARE(S)

To: WONG SAK KUAN & YAU MING TECK

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated **2 November 2020**, I/We hereby accept the Offer made by the Joint Offerors through KAF IB on behalf of the Joint Offerors in respect of _____ (number of units) of my/our Shares in consideration of a cash payment of **RM0.315** for every Offer Share⁽¹⁾ hereby transferred by me/us. I/We hereby agree that the total consideration to be paid for my/our Offer Shares will be calculated based on the figure rounded to the nearest sen, where applicable.

I/We enclose herewith the Depositor's Copy of the executed Bursa Depository Transfer (FTF010):

Transfer Reference No. - - -

duly verified and acknowledged by my/our ADA/ADM together with the Power of Attorney⁽²⁾/ transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the deceased's CDS account to my/our CDS account, as the personal representative⁽³⁾/contract note(s) no.(s)⁽⁴⁾ _____ and/or other relevant documents which is/are required to effect the transfer of the Offer Shares.

I/We confirm that I am/we are not Non-resident Holder(s) or that I am/we are Non-resident Holder(s) who is/are ABLE to give the representations and warranties set out in Section 3.1(v) of Appendix II of the Offer Document⁽⁵⁾.

Name of Depositor (Holder) : _____

PLEASE ENSURE THAT YOUR INFORMATION GIVEN BELOW IS THE SAME AS THAT STATED IN THE BURSA DEPOSITORY TRANSFER FORM (FTF010)

CDS Account No. : - -

NRIC No.. : Old: _____ New: _____

Passport No./Registration No. : _____

Correspondence Address : _____

Telephone/Contact No. : Office : -

House : -

Mobile : -

Email :

Facsimile No. : -

Date : - -

If Holder is an individual

If Holder is a corporation⁽⁶⁾

Signature of Holder

Director

Director / Secretary



Notes:-

- (1) *If MESB declares, makes or pays any Distribution whereby the entitlement date for such Distribution is on or after the date of the Notice but prior to the Closing Date and the Holders are entitled to retain such Distribution, the Joint Offerors shall reduce the Share Offer Price by the quantum of the Distribution per Offer Share which the Holders are entitled to retain. For avoidance of doubt, no adjustment shall be made to the Offer Price in the event that the entitlement date for the Distributions is after the Closing Date.*
- (2) *Where Note 1(B) of this Form for the Offer Shares is applicable.*
- (3) *Where Note 1(C) of this Form for the Offer Shares is applicable.*
- (4) *Where Note 1(D) of this Form for the Offer Shares is applicable.*
- (5) *Delete as applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required*
- (6) *A corporation must affix its common seal which must be witnessed in accordance with its Constitution or other regulations, or signed on its behalf by an authorised officer or attorney.*

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

**Boardroom Share Registrars Sdn. Bhd
(Registration No. 199601006647 / 378993-D)
11th Floor, Menara Symphony
No.5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor**

**Telephone No. : +603- 7890 4700
Facsimile No. : +603-7890 4670
Email address : BSR.Helpdesk@boardroomlimited.com or
Zulkernaen.Samad@boardroomlimited.com**

You are reminded to register your e-mail address with Bursa Depository via:-

- (i) Bursa Malaysia' website at
[https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request
for_estatement](https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement)**
- (ii) Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple
App Store**

This is important as, in the event of any further restriction in the Conditional Movement Control Order imposed by the Government of Malaysia or any other emergency, an electronic documentation and service may be the only mode that can be employed.