THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES ("**FAT**") IS IMPORTANT. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 18 APRIL 2019 (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 SHALL BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE MAILING ADDRESSES AS SHOWN ON THE REGISTER OF MEMBERS OF YING LI INTERNATIONAL REAL ESTATE LIMITED ("**REGISTER**") ARE OUTSIDE SINGAPORE ("**OVERSEAS SHAREHOLDERS**") MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS SHAREHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT CAREFULLY.

MANDATORY UNCONDITIONAL CASH OFFER (THE "OFFER") BY DBS BANK LTD. ("DBS BANK"), FOR AND ON BEHALF OF STATE ALPHA LIMITED (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES (THE "SHARES") IN THE CAPITAL OF YING LI INTERNATIONAL REAL ESTATE LIMITED (THE "COMPANY"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT AS AT THE DATE OF THE OFFER (THE "OFFER SHARES")

MANDATORY UNCONDITIONAL CASH OFFER FOR

YING LI INTERNATIONAL REAL ESTATE LIMITED

FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES

(THIS FAT NEED NOT BE SUBMITTED TO B.A.C.S. PRIVATE LIMITED IF YOU DO NOT WISH TO ACCEPT THE OFFER)

(A) Number of Offer Shares Tendered in Acceptance of Offer	(B) Share Certificate No(s).	Consideration	FOR OFFICIAL USE
		Offer Price of S$0.140 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 time and date for acceptance of the Offer: 5.30 p.m. (Singapore time) on 16 May 2019 (the "Closing Date"). The Offeror does not intend to extend the Offer beyond the Closing Date.

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

The consideration for acceptance of the Offer is the Offer Price, being S$0.140 in cash for each Offer Share, as stated in the Offer Document. The Offer Price is final and the Offeror does not intend to increase the Offer Price.

My/Our acceptance of the Offer at the Offer Price, by way of completion, execution and submission of this FAT to B.A.C.S. Private Limited, is subject to the terms and conditions set out in the Offer Document and in this FAT.

Irrevocable Acceptance. My/Our completion, execution and submission of this FAT to B.A.C.S. Private Limited shall constitute my/our irrevocable acceptance of the Offer, upon the terms and subject to the conditions contained in the Offer Document and in this FAT.

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 to the Offeror or the Transferee, and to enable the Offeror or the Transferee to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Offer Shares as specified in the Offer Document.

Warranty. I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee, will be (i) fully paid, (ii) free from any claim, charge, pledge, mortgage, lien, option, equity, power of sale, declaration of trust, hypothecation, retention of title, right of pre-emption, right of first refusal, moratorium or other third party right or security interest of any kind or an agreement, arrangement or obligation to create any of the foregoing, and (iii) transferred together with all rights, benefits and entitlements as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, other distributions and/or return of capital (if any) which may be declared paid or made by the Company in respect of the Offer 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 FAT and to complete the particulars of the Offeror or the Transferee on my/our behalf. I/We irrevocably authorise and direct the Offeror or its agent to send a cheque in S$ drawn in a bank operating in Singapore for the appropriate amount being the consideration for the Offer Shares payable to me/us by ordinary post at my/our own risk to the address stated above or, if none is set out, to me/us (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register), at the relevant address maintained in the Register, by ordinary post at my/our own risk.

If you wish to accept the 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:

(a) A husband must not witness the signature of his wife and *vice versa*.

(b) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.

(c) In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

FOR OFFICIAL USE

The Offeror/Transferee hereby accepts the transfer of the number of Offer Shares as specified or comprised in this FAT subject to the terms and conditions in the Offer Document and in this FAT.

_____

Director

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 Offer Shares represented by share certificate(s) 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 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 Offer Document and ending on the 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 Securities Accounts credited with the relevant number of Offer Shares in time for them to accept the Offer. This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix II to 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, you have Offer Shares which are held on your behalf by CDP and you wish to accept the Offer in respect of some or all of those Offer Shares, you should complete, sign and submit 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 of the Company or have purchased the Offer Shares on the Singapore Exchange Securities Trading Limited (as the case may be) from **The Central Depository (Pte) Limited, at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**.

1. **Acceptance by Shareholders.** If you wish to accept the Offer, you should:
   (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 (A) the number of Offer Shares in respect of which you wish to accept the Offer and state in (B), the share certificate number(s) of the relevant share certificate(s).** If you:
      (a) do not specify a number in (A); or
      (b) specify a number in (A) which exceeds the number of Offer Shares as represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying the FAT,

      you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying the FAT;
   (ii) sign this FAT in accordance with the 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 relevant document(s) required by the Offeror 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 in this FAT. 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 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 document(s) required by the Offeror should be forwarded to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**, as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Closing Date**; and
      (c) any other relevant document(s),

      either:
      (1) by hand, to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**; or
      (2) by post, in the enclosed pre-addressed envelope at your own risk, to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**,

      so that your acceptance arrives **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**.

      This FAT must be sent in its entirety to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**, 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 under the Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed. Acceptance in the form of this FAT received by **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**, 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 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 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 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 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 in 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 **B.A.C.S. Private Limited**. This FAT should nevertheless be completed and delivered as above if you wish to accept the Offer. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544** as soon as possible thereafter but in any event before **5.30 p.m. (Singapore time) on the 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 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 titled "Overseas Shareholders" in the Offer Document, 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 FAT may be signed by the Attorney but the signature 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. **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 **B.A.C.S. Private Limited**, this FAT must be completed and signed by all the personal representative(s) of the deceased and submitted to **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**; or
   (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with **B.A.C.S. Private Limited**, all the personal representative(s) of the deceased must personally proceed together to **B.A.C.S. Private Limited** with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be registered and lodged with **B.A.C.S. Private Limited** before the personal representative(s) of the deceased can effect the transfer of the Offer Shares.
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 **STATE ALPHA LIMITED**, **c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00, ASO Building, Singapore 048544**, 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
   (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**. It is your responsibility to ensure that the FAT is properly completed in all respects. The Offeror, DBS Bank and/or B.A.C.S. Private Limited will be entitled in their sole and absolute discretion to reject any acceptance which does not comply with the provisions and instructions contained in the Offer Document and in 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. Any decision to reject the FAT 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 B.A.C.S. Private Limited accepts any responsibility or liability for such a decision. The Offeror and DBS Bank each reserves the right to treat acceptances of the 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 Offer Document, or in this FAT, or if made otherwise than in accordance with the provisions of the Offer Document and the instructions contained in this FAT.
11. **Risk of Posting**. All communications, notices, certificates, documents and remittances will be sent by ordinary post at the risk of the person(s) entitled thereto.
12. **Conclusive Evidence**. Submission of the duly completed and signed original of this FAT, 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 and B.A.C.S. Private Limited of the right and title of the persons signing it to deal with the same and with the Offer Shares to which it relates.
13. **Offer Unconditional**. **As the Offer is unconditional in all respects,** if you have accepted the Offer in accordance with the provisions contained herein and in the Offer Document, in respect of acceptances of the Offer which are complete and valid in all respects, payment will 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) 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 within seven (7) business days of the date of such receipt of your acceptance.
14. **Third Party Rights**. Unless expressly provided otherwise in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, the Offer Document and this FAT has no rights 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 Offer Document, 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.
15. **Governing Law**. By completing, signing and submitting the original of 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.