

FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARE(S) ("FORM")

TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 24 DECEMBER 2020 ("OFFER DOCUMENT") ISSUED BY UOB KAY HIAN SECURITIES (M) SDN BHD ("UOBKH") ON BEHALF OF QL GREEN RESOURCES SDN BHD (THE "OFFEROR").

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA"), Bursa Malaysia Securities Berhad ("Bursa Securities") has prescribed the ordinary shares in Boilermech Holdings Berhad ("Boilermech") ("Boilermech Share(s)") as securities which are required to be deposited into the Central Depository System ("CDS") account. Therefore, all dealings in Boilermech Shares that have been deposited into the CDS account will be carried out in accordance with the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").

If you intend to accept the Offer (as defined in the Offer Document) made by UOBKH on behalf of the Offeror, you should complete and sign this Form in accordance with the instructions contained in this Form 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 advisers immediately if you have any doubt about the Offer. If you have sold or transferred all your Boilermech Shares, you should at once hand this Form and the accompanying Offer Document immediately to the agent through whom you effected the sale or transfer for transmission to the purchaser or transferee. Unless the context otherwise requires or otherwise defined in this Form, the definitions contained in the Offer Document shall apply in this Form.

CONDITIONAL MANDATORY TAKE-OVER OFFER

BY

QL GREEN RESOURCES SDN BHD ("OFFEROR")
(Registration No. 198101003375 (69489-D))
(Incorporated in Malaysia)

THROUGH

UOBKayHian

UOB Kay Hian Securities (M) Sdn Bhd
(Registration No. 199001003423 (194990-K))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN BOILERMECH HOLDINGS BERHAD NOT ALREADY HELD BY OFFEROR ("OFFER SHARE(S)") FOR A CASH CONSIDERATION OF RM0.95 PER OFFER SHARE ("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 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(D) of this Form.

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

Acceptances must be received **by 5.00 p.m. (Malaysian time) on Thursday, 14 January 2021**, being the closing date of the Offer ("**Closing Date**"), or such later date(s) as UOBKH may announce on behalf of the Offeror no later than two (2) days before the closing date. Subject to the provisions of the Rules on Take-overs, Mergers and Compulsory Acquisitions, the Offeror may extend the Offer beyond the Closing Date. Notices of such extension will be posted to the holders of the Offer Shares accordingly.

NOTES REGARDING THE COMPLETION AND LODGMENT OF THIS FORM

If you are an individual, you must, except as mentioned below, personally sign this Form. If you are a corporation, you must either affix your common seal which must be witnessed in accordance with your Constitution, or by your duly authorised officer(s) or attorney(s) in accordance with your Constitution or other regulations.

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

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

To accept the Offer, you are required to:-

- (i) Complete and sign this Form;
- (ii) Complete and execute the Bursa Depository Transfer of Securities Request Form (FTF010) ("**Bursa Depository Transfer Form**"), which can be obtained from your Authorised Depository Agent ("**ADA**")/ Authorised Direct Member ("**ADM**") or download at https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer_of_Securities_Request-1.pdf, 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 as set out below:-

| | |
|-----------------------------|---|
| CDS account no. | : 087-028-052940756 |
| Name of transferee | : QL Green Resources Sdn. Bhd. |
| Category of transfer | : To cross (X) on category B only (change in beneficial ownership) |
| Reason for 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 on any Market Day prior to the Closing Date (as defined below).

The transfer of securities shall be executed 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 and an acknowledgement of transfer issued by your ADA/ ADM, and where applicable, other document(s) of title or the relevant contract note(s) and despatch by ordinary or registered post or courier at your own risk or deliver by hand or via email to the Registrar at the following address, so as to arrive **not later than 5.00 p.m. (Malaysian time) on Thursday, 14 January 2021** or in the event the date and time for acceptance of the Offer is revised or extended in accordance with the Code, such revised or extended closing date as UOBKH may announce on behalf of the Offeror ("**Closing Date**"):-

Or alternatively at:

**Tricor Investor & Issuing House
Services Sdn Bhd**

Unit 32-01, Level 32 Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No.8 Jalan Kerinchi
59200 Kuala Lumpur

Tricor Customer Service Centre

Unit G-3, Ground Floor
Vertical Podium
Avenue 3, Bangsar South
No.8 Jalan Kerinchi
59200 Kuala Lumpur

Telephone No. : +603-2783 9299

Facsimile No. : +603-2783 9222

Email : eGO.Boilermech@my.tricorglobal.com

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

A return envelope is hereby enclosed for your convenience.

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

The agent of the holder of the Offer Shares should send this Form by the quickest means (e.g. courier or express post) to the holder of the Offer Shares for execution or, if he/ she has executed a Power of Attorney, have this Form 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 noting and lodged with the Registrar at the address as set out in Note 1(A)(v) above.

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

(C) If the holder of the Offer Shares 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 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 of the Offer Shares and the procedures set out in Note 1(A) above shall be applicable.

(D) If your Offer Shares are not credited into your CDS account

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 together with the relevant contract notes as evidence of your beneficial ownership of the Offer Shares to the Registrar at the address set out in Note 1A(v) so as to arrive not later than 5.00 p.m. (Malaysian time) on the Closing Date. You must then perform the procedures as set out in Note 1A(i) to (iii) above. Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1A(iv) 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 at the address as set out in Note 1(A)(v) above 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 Non-resident Holders. Non-resident Holders should also refer to **Section 3 of Appendix II** of the Offer Document.

If you wish to accept the Offer, you are solely responsible 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 Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining 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 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 Offeror, the Registrar and UOBKH shall be entitled to be fully indemnified and held harmless by you for any transfer fees or taxes or other requisite payments which you may be required to pay.

You should consult your professional advisers in the relevant jurisdiction on compliance with legal and other applicable requirements. In accepting the Offer, you represent and warrant to the Offeror, the Registrar and us on the following:-

- (i) that you are in full observance of the laws of your relevant jurisdiction;
- (ii) that you have not received copies or originals of this Offer Document, the Form of Acceptance and Transfer or any other Offer related documentation in, into or from any jurisdiction where the extension or acceptance of the Offer or where sending or making available information concerning the Offer to the holders in such jurisdiction would or might be in contravention of local laws or regulations in that jurisdiction ("**Restricted Jurisdiction**");
- (iii) that you have not, in connection with the Offer or the execution or delivery of the Form of Acceptance and Transfer, utilised, directly or indirectly, the mails or any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
- (iv) that you are accepting the Offer from outside a Restricted Jurisdiction and are in full compliance with all necessary formalities and legal requirements of your relevant jurisdiction; and
- (v) that you would not cause the Offeror, the Registrar and us to be in breach of the laws of your relevant jurisdiction.

2. This Form must be completed in English or Bahasa Malaysia and submitted to the Registrar at the address stated 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 Offeror. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form may be obtained from the office of the Registrar at the address set out in Note 1(A)(v) above during normal business hours, i.e. from 8.30 a.m. to 5.30 p.m., 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 with any of the terms and conditions pertaining to the acceptances as set out in this Form and in the Offer Document, the Offeror may, at his discretion, consider that you have not accepted the Offer.

Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Registrar, Tricor Investor & Issuing House Services Sdn Bhd by the stipulated time and date. All documents sent to the Registrar will be at your own risk.

The latest time and date for the lodgement of this completed Form (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 document(s) of title or the relevant contract notes) is at 5.00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) of this Form 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: THE OFFEROR

Dear Sir,

In accordance with the terms and conditions of the Offer Document dated 24 December 2020, I/ we hereby accept the Offer made by UOB Kay Hian Securities (M) Sdn Bhd on behalf of the Offeror in respect of _____ (number of units) of my/ our ordinary shares in BOILERMECH HOLDINGS BERHAD in consideration of the cash payment of RM0.95⁽¹⁾ for every one (1) Offer Share hereby transferred by me/us. I/ We hereby agree that the total consideration to be paid for my/ our Offer Share(s) will be calculated based on the figure rounded down to the nearest sen, where applicable.

I/ We enclose herewith the Depositor's Copy of the Bursa Malaysia Depository Sdn. Bhd. Transfer of Securities Request Form (FTF010):-

Transfer Reference No. - - -

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

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

Name of Depositor (Holder) : _____

PLEASE ENSURE THAT YOUR CDS ACCOUNT NO. GIVEN BELOW IS THE SAME AS YOUR CDS ACCOUNT NO. STATED IN THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010)

CDS Account No. : - -

NRIC No. : Old :
New :

Passport No./Registration No. :

Correspondence Address : _____

Telephone / Contact No. : Office : -
House : -
Mobile : -

Facsimile No. : -

Date : - -

If holder is an individual If holder is a corporation⁽⁶⁾

Signature of holder Director Director/ Secretary



Notes:-

- (1) *If Boilermech Holdings Berhad declares and pays any dividend and/or other distribution of any nature (“Distribution”) for its shareholders whereby the entitlement date for such Distribution is on or after the date of the notice of the Offer but prior to the Closing Date, the Offeror will reduce the consideration for each Offer Share by the quantum of the Distribution per Offer Share. In addition, no adjustment shall be made to the consideration for each Offer Share in the event that the entitlement date for the Distribution is after the Closing Date.*
- (2) *Where Note 1(D) of this Form is applicable.*
- (3) *Where Note 1(B) of this Form is applicable.*
- (4) *Where Note 1(C) of this Form 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 of Acceptance and Transfer, 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 document(s) of title or the relevant contract note(s) must be despatch by ordinary or registered post or courier at your own risk or deliver by hand or via email to the Registrar at the following address or email address:-

**Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur**

Or alternatively at:

**Tricor Customer Service Centre
Unit G-3, Ground Floor
Vertical Podium
Avenue 3, Bangsar South
No.8 Jalan Kerinchi
59200 Kuala Lumpur**

**Telephone: 03-2783 9299
Facsimile: 03-2783 9222
Email: eGO.Boilermech@my.tricorglobal.com**