

FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARES

TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 26 FEBRUARY 2024 (“OFFER DOCUMENT”) ISSUED BY KUALA LUMPUR KEPONG BERHAD THROUGH RHB INVESTMENT BANK BERHAD (“RHB INVESTMENT BANK”).

Unless the context otherwise requires or otherwise defined in this Form of Acceptance and Transfer, the definitions contained in the Offer Document dated 26 February 2024 shall apply to this Form of Acceptance and Transfer.

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), Bursa Malaysia Securities Berhad has prescribed the Shares (as defined below) as securities required to be deposited into the Central Depository System (“**CDS**”) account. Therefore, 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 Malaysia Depository Sdn Bhd (“**Bursa Depository**”) as issued under the SICDA (“**Rules of Bursa Depository**”).

If you intend to accept the Offer (as defined below), you should complete and sign this Form of Acceptance and Transfer in accordance with the instructions contained in this Form of Acceptance and Transfer and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION SHOULD 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 your Shares, you should hand this Form of Acceptance and Transfer and the accompanying Offer Document immediately to the person through whom you effected the sale or transfer for transmission to the purchaser or transferee.

UNCONDITIONAL VOLUNTARY TAKE-OVER OFFER

BY



KUALA LUMPUR KEPONG BERHAD

(Registration No. 197301001526 (15043-V))

(Incorporated in Malaysia)

(“**OFFEROR**”)

THROUGH

RHB Investment

RHB INVESTMENT BANK BERHAD

(Registration No. 197401002639 (19663-P))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN KLK SAWIT NUSANTARA BERHAD (“KSN” OR “OFFEREE”) (“SHARES”) NOT ALREADY HELD BY THE OFFEROR (“OFFER SHARES”) FOR A CASH CONSIDERATION OF RM3.42 PER OFFER SHARE (“OFFER”)

If you wish to accept the Offer, please refer to Note 1(A) of this Form of Acceptance and Transfer.

For Non-Resident Holders, if you wish to accept the Offer, please refer to Note 1(D) of this Form of Acceptance and Transfer.

Acceptances of the Offer must be received by **5:00 p.m. (Malaysian time) on or before Monday, 18 March 2024**, being the first closing date of the Offer (“**First Closing Date**”) or such later date(s) as the Offeror may decide and as may be announced by RHB Investment Bank on behalf of the Offeror, at least two (2) days before the Closing Date. Subject to the provisions of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (“**Rules**”) and the terms and conditions of the Offer Document, the Offeror may revise or extend the date and the time for the acceptance of the Offer beyond the First Closing Date. Notice of such extension will be posted to you accordingly.

This Form of Acceptance and Transfer consists of eight (8) printed pages only

NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM OF ACCEPTANCE AND TRANSFER

If you are an individual, you must, except as mentioned below, personally sign this Form of Acceptance and Transfer. If you are a corporation, you must execute this Form of Acceptance and Transfer under your common seal, which has to be affixed and witnessed in accordance with your constitution or other applicable regulations or signed on your behalf by an authorised officer(s) or attorney(s) in accordance with your constitution or other applicable regulations.

Please refer to the following procedures to facilitate your completion of this Form of Acceptance and Transfer:

1. (A) To accept the Offer, you are required to:
 - (i) complete and sign this Form of Acceptance and Transfer;
 - (ii) complete and sign 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**"), 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, please complete the particulars as follows:

CDS account no.	: 087-001-072138332
Name of transferee	: Kuala Lumpur Kepong Berhad
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)

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- (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.

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) and in compliance with the directions and Rules of Bursa Depository; and

- (v) (a) **Submission by mail, by hand to the Registrar**

enclose the Depositor's Copy of the Bursa Depository Transfer Form (with the details of the transfer 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 of Acceptance and Transfer and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title despatch by ordinary mail at your own risk or deliver by hand to the Registrar, at your own risk, so as to arrive **no later than 5:00 p.m. (Malaysian time) on Monday, 18 March 2024, being the First Closing Date** or in the event the date and time for acceptance of the Offer is revised or extended in accordance with the Rules and the terms and conditions of the Offer Document, such revised or extended Closing Date as the Offeror may decide and as RHB Investment Bank may announce on behalf of the Offeror at least two (2) days before the Closing Date;

OR

- (b) **Submission via TIIH Online**

submit this Form of Acceptance and Transfer electronically to the Registrar's website TIIH Online at <https://tjih.online> in which case you are not required to submit physical copies and the Depositor's Copy of Bursa Depository Transfer of Securities Request Form. You must however submit the transfer reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected. Instructions on how to submit this Form of Acceptance and Transfer electronically are stated in **Step 3A in Section 1.1(iii) of Appendix II** of the Offer Document. This Form of Acceptance and Transfer must be submitted electronically **no later than 5:00 p.m. (Malaysian time) on Monday, 18 March 2024, being the First Closing Date** or in the event the date and time for acceptance of the Offer is revised or extended in accordance with the Rules and the terms and conditions of the Offer Document, such revised or extended Closing Date as the Offeror may decide and as RHB Investment Bank may announce on behalf of the Offeror at least two (2) days before the Closing Date.

Submission via TIIH Online is not applicable where Note 1(B) or 1(C) of this Form of Acceptance and Transfer is applicable to the Holder.

The details of the Registrar, whose business hours are from 8:30 a.m. to 5:30 p.m. (Malaysian time), on Mondays to Fridays (excluding public holidays), are as follows:

Tricor Investor & Issuing House Services Sdn Bhd
(Registration No: 197101000970 (11324-H))
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

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, Malaysia

Telephone no. : 603-2783 9299
Facsimile no. : 603-2783 9222
E-mail address : is.enquiry@my.tricorglobal.com

The Registrar will not issue any acknowledgement of receipt of the Form of Acceptance and Transfer 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 is away from his/her/its registered address and this Form of Acceptance and Transfer is received by the agent of the Holder

The agent of the Holder should send this Form of Acceptance and Transfer by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she/it has granted a Power of Attorney in favour of an attorney, have this Form of Acceptance and Transfer 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, a copy of 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 of Acceptance and Transfer for noting and lodged with the Registrar at the address or e-mail address set out in Note 1(A) above.

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

In the event that this Form of Acceptance and Transfer, the Offer Document or other documents related to the Offer are sent or transmitted to a Holder 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.

(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 of Acceptance and Transfer must be signed by the executor or the 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)(i) to (v)(a) shall be applicable.

(D) 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 for further information. In particular, you should also take note of the representations and warranties and your obligations set out therein, which will be applicable to you upon acceptance of the Offer.

If you wish to accept the Offer, it is your sole responsibility to satisfy yourself as to the full compliance with and full observance of the laws of the relevant jurisdiction where you reside and of 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 other taxes or duties due in the jurisdiction of your residence.

You will be solely responsible for the payment of any transfer fees, taxes, duties or other requisite payments due in the relevant jurisdiction. The Offeror, the Registrar and RHB Investment Bank shall be fully indemnified and held harmless by you for any transfer fees, taxes, duties or other requisite payments which you may be required to pay.

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

- (a) treat the same as constituting an invitation or offer to sell your securities or participate in the Offer;
- (b) use this Form of Acceptance and Transfer unlawfully by contravening any relevant regulations or other legal requirements; or
- (c) use this Form of Acceptance and Transfer if, in the relevant jurisdiction, such an invitation or offer cannot be lawfully made to you.

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

2. This Form of Acceptance and Transfer must be completed in English or Bahasa Malaysia and submitted to the Registrar at the address set out in Note 1(A) in its entirety. Alternatively, you can submit this Form of Acceptance and Transfer electronically to the Registrar's website TIIH Online at <https://tiih.online> in which case you are not required to submit physical copies and the Depositor's Copy of Bursa Depository Transfer of Securities Request Form. Instructions on how to submit this Form of Acceptance and Transfer electronically are stated in **Step 3A in Section 1.1(iii) of Appendix II** of the Offer Document. Submission via TIIH Online is not applicable where Note 1(B) or 1(C) of this Form of Acceptance and Transfer is applicable to the Holder.
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. You may obtain additional copies of this Form of Acceptance and Transfer from the office of the Registrar at the address set out in Note 1(A) during its business hours from 8:30 a.m. to 5:30 p.m. (Malaysian time) on Mondays to Fridays (excluding public holidays), from the Posting Date up to the Closing Date. You may also download this Form of Acceptance and Transfer from the website of Bursa Securities at <https://www.bursamalaysia.com> as published by the Offeror.

5. Further instructions are contained in **Appendix II** of the Offer Document.
6. By completing and delivering the Form of Acceptance and Transfer:
 - (i) you consent to the collection, use and disclosure of your personal data by the Offeror, the Registrar and Bursa Depository (the “**Authorised Persons**”) for purposes of facilitating your acceptance of the Offer and the implementation of the Offer by the Offeror and in order for the Authorised Persons to comply with any applicable laws, regulations and/or guidelines;
 - (ii) you warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable law; and
 - (iii) you agree that you will indemnify the Authorised Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.
7. If you fail to comply with any of the terms and conditions pertaining to the acceptance of the Offer as set out in this Form of Acceptance and Transfer and the Offer Document, the Offeror may, at its discretion, elect to consider whether or not you have accepted the Offer. The decision of the Offeror 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, 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 last day and time for the lodgement of 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 where applicable, other document(s) of title for the Offer Shares) is 5:00 p.m. (Malaysian time) on the Closing Date.

FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARES

TO: KUALA LUMPUR KEPONG BERHAD

Dear Sirs,

In accordance with the terms and conditions as set out in the Offer Document dated 26 February 2024, I/we hereby accept the Offer made by the Offeror through RHB Investment Bank in respect of _____ (number of units) of my/our Offer Shares in consideration for a cash payment of RM3.42 for every Offer Share⁽¹⁾ hereby transferred by me/us.

I/We enclose herewith the Depositor’s Copy of the executed Bursa Depository Transfer of Securities Request Form (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 executor or administrator⁽³⁾/ _____ and/or other relevant document(s) which is/are required to effect the transfer of the Offer Shares.

I/We confirm that (a) I/we am/are not a Non-Resident Holder(s); or (b) that I/we am/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⁽⁴⁾:

I/We hereby give consent to Bursa Depository to release my eDividend bank account details registered to the Offeror and Registrar to facilitate the settlement of the consideration for the Offer Shares.

Name of Depositor/Holder :

PLEASE ENSURE THAT YOUR CDS ACCOUNT NUMBER GIVEN BELOW IS THE SAME AS YOUR CDS ACCOUNT NUMBER STATED IN THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010) AND THE RECORDS OF BURSA DEPOSITORY

*CDS Account No. : - -

*NRIC No. : Old:

 New: - -

*Passport No./Company Registration No. :

*#Nationality : _____

*Correspondence Address : _____

*(*All information given must be the same as the information in the records of Bursa Depository)
(#If your Offer Shares are held under nominees, please provide the nationality/country of incorporation of the beneficial owner)*



Telephone/Contact No. : Office / House : -
Mobile : -
Facsimile No. : -
Email address : _____
Date :

If Holder is an individual

If Holder is a corporation⁽⁵⁾

.....
Signature of Holder

.....
Director

.....
Director/Secretary

Notes:

- (1) If the Offeree declares, makes or pays any Distribution on or after the date of the Notice but prior to the Closing Date and you are entitled to retain such Distribution, the Offeror will reduce the Offer Price by the amount equivalent to the net Distribution per Share which you are entitled to retain.
- (2) Where Note 1(B) of this Form of Acceptance and Transfer is applicable.
- (3) Where Note 1(C) of this Form of Acceptance and Transfer is applicable.
- (4) Delete (a) or (b) as applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required.
- (5) A corporation must execute this form under its common seal, which has to be affixed and witnessed in accordance with its constitution or other applicable regulations or signed on its behalf by an authorised officer(s) or attorney(s) in accordance with its constitution or other applicable regulations.

This completed and signed Form of Acceptance and Transfer together with the Depositor's Copy of Bursa Depository Transfer of Securities Request Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title for the Offer Shares must be submitted to the Registrar at the following address by 5:00 p.m. (Malaysian time) on or before the Closing Date:

Tricor Investor & Issuing House Services Sdn Bhd (Registration No: 197101000970 (11324-H))

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

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, Malaysia

Telephone no. : 603 - 2783 9299
Facsimile no. : 603 - 2783 9222
E-mail address : is.enquiry@my.tricorglobal.com

Alternatively, you can submit this Form of Acceptance and Transfer electronically to the Registrar's website TIIH Online at <https://tiih.online> by 5:00 p.m. (Malaysian time) on or before the Closing Date, in which case you are not required to submit physical copies and the Depositor's Copy of Bursa Depository Transfer of Securities Request Form. Submission via TIIH Online is not applicable where Note 1(B) or 1(C) of this Form of Acceptance and Transfer is applicable to the Holder.

