

FORM OF ACCEPTANCE AND TRANSFER
TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

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

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 18 OCTOBER 2021 (“OFFER DOCUMENT”) ISSUED BY CIMB INVESTMENT BANK BERHAD (“CIMB”) ON BEHALF OF ABSOLUTE AMBIENT SDN BHD (“OFFEROR”).

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), Bursa Securities has prescribed the ordinary shares in DBHD (“**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 made by CIMB on behalf of the Offeror, 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 the Offer Document immediately to the person through whom you effected the sale or transfer for transmission to the purchaser or transferee.

UNCONDITIONAL MANDATORY TAKE-OVER OFFER

BY

ABSOLUTE AMBIENT SDN BHD

(Registration No. 201601019314 (1190251-T))
(Incorporated in Malaysia)

(“Offeror”)

THROUGH



CIMB Investment Bank Berhad
(Registration No. 197401001266 (18417-M))

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN DAMANSARA HOLDINGS BERHAD (“DBHD” OR “OFFEREE”) NOT ALREADY HELD BY THE OFFEROR, JOHOR CORPORATION AND PERSONS ACTING IN CONCERT WITH THEM (“OFFER SHARES”) FOR A CASH CONSIDERATION OF RM0.50 PER OFFER SHARE (“OFFER”)

For Holders whose Offer Shares have been credited into their CDS account, if you wish to accept the Offer, please refer to Note 1(A) of this Form of Acceptance and Transfer.

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

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

For Holders whose Offer Shares are held in scrip or certificate form and have not been deposited into CDS account, please contact the Registrar at the address or contact numbers stated in Note 1(A)(v) of this Form of Acceptance and Transfer.

Acceptances must be received by **5:00 p.m. (Malaysian time) on Monday, 8 November 2021**, 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 CIMB Investment Bank Berhad on behalf of the Offeror, at least 2 days before the Closing Date. Subject to the provisions of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“**Rules**”), 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 revision or extension will be posted to you accordingly.

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 and signed on your behalf by an authorised officer(s) or attorney(s).

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

1. (A) For Holders whose Offer Shares have been credited into their CDS account

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 (FTF 010) ("**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.	: 065-001-072421019
Name of transferee	: Absolute Ambient 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.

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 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, grant of probate or letter of administration or the relevant contract note(s) and despatch by ordinary mail at your own risk or by courier or deliver by hand or via e-mail, at your own risk, so as to arrive **no later than 5:00 p.m. (Malaysian time) on Monday, 8 November 2021, being the First Closing Date** or in the event the date and time for acceptance of the Offer is extended in accordance with the Rules and the terms and conditions of the Offer Document, such extended Closing Date as CIMB may announce on behalf of the Offeror at least 2 days before the Closing Date, to the Registrar.

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

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 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.

- (vi) You may also send this Form of Acceptance and Transfer electronically to the Registrar at <https://tiih.online> in which case you are not required to submit this physical form. Instructions on how to submit this Form of Acceptance and Transfer electronically are stated in Section 1.1(d) of Appendix II of the Offer Document.

(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)(v) above or via <https://tiih.online>.

The Holder should then proceed to perform the procedures as set out in Note 1(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) shall be applicable. The grant of probate or letter of administration, 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)(v) above.

(D) For Holders whose Offer Shares purchased have yet to be credited into their CDS account as at the Closing Date

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 lodge this completed and signed Form of Acceptance and Transfer together with the relevant contract note for the Offer Shares as evidence of your beneficial ownership of the Offer Shares with the Registrar at the address or e-mail address set out in Note 1(A)(v) or via <https://tiih.online>, so as to arrive no later than 5:00 p.m. (Malaysian time) on the Closing Date. Once the Offer Shares have been credited into your CDS account, you must perform the procedures as set out in Note 1(A)(ii) to (iv) and then send the Depositor's Copy of the Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the address or e-mail address as set out in Note 1(A)(v) so as to arrive within 7 days from the Closing Date.

(E) For Non-Resident Holders

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. 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 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 of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities required 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 CIMB 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 may 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 or e-mail address set out in Note 1(A)(v) or via <https://tjih.online> 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. 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)(v) 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 www.bursamalaysia.com.
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 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 and lodged with the Registrar, Tricor Investor & Issuing House Services Sdn Bhd, by the stipulated time and date. All documents sent to the Registrar by ordinary mail or by courier or by hand or via e-mail or via <https://tiih.online> will be at your own risk.

The last day and time for the lodgement of this completed 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 for the Offer Shares) is 5:00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) of this Form of Acceptance and Transfer, if your Offer Shares have yet to be credited into your CDS account.

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FORM OF ACCEPTANCE AND TRANSFER

TO: ABSOLUTE AMBIENT SDN BHD ("OFFEROR")

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated 18 October 2021, I/we hereby accept the Offer made by the Offeror through CIMB Investment Bank Berhad in respect of _____ (number of units) of my/our Offer Shares in consideration for a cash payment of RM0.50 for every Offer Share⁽¹⁾ hereby transferred by me/us.

I/We enclose herewith the Depositor's Copy of the executed Bursa Depository Transfer 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 and the grant of probate or letter of administration ⁽³⁾/contract note(s) no.(s)⁽⁴⁾ _____ and/or other relevant document(s) which is/are required to effect the transfer of the Offer Shares.

I/We confirm that I/we am/are not a Non-Resident Holder(s) or that I/we am/are Non-Resident Holder(s) of the Offer Shares who is/are ABLE to give the representations and warranties set out in **Section 3.1(e) of Appendix II** of the Offer Document:

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 FORM (FTF010)

*CDS Account No. : - -

*NRIC No. : Old:
New: -

*Passport No./Company Registration No. :

*(*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)*

*Nationality : _____

*Correspondence Address : _____

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

Facsimile No. : -



Date : - -

If Holder is an individual

If Holder is a corporation⁽⁵⁾

.....
Signature of Holder

.....
Director

.....
Director/Secretary

Notes:

- (1) *If DBHD declares, makes or pays any Distribution on or after the date of the Notice but prior to the Closing Date and the Holders are entitled to retain such Distribution, the Offeror will reduce the Offer Price by the amount equivalent to the net Distribution per Share which the Holders of such Offer 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) *Where Note 1(D) of this Form of Acceptance and Transfer is applicable.*
- (5) *A corporation must sign this form in accordance with its constitution or other regulations or affix its common seal which must be witnessed in accordance with its constitution or other regulations.*

This completed Form of Acceptance and Transfer together with the Depositor's Copy of Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares must be submitted to the Registrar at the following address:

**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**

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

You should take note that in the event of any restriction to movement due to any Movement Control Order by the Government of Malaysia or any other emergency, electronic documentation and service may be the only mode that can be employed. As such, it is important for you to register your e-mail address with Bursa Depository via:

- (i) **https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement; or**
- (ii) **Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store (please refer to <http://www.bursamarketplace.com/anywhere/> for instructions to download the application).**