

**FORM OF ACCEPTANCE AND TRANSFER (“FORM”)
TO BE COMPLETED BY HOLDERS 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 6 MAY 2015 ISSUED BY MERCURY SECURITIES SDN BHD (“MERCURY SECURITIES”) ON BEHALF OF PLENITUDE BERHAD (“PLENITUDE” OR THE “OFFEROR”).

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

Under Section 14(1) of the SICDA, Bursa Securities has prescribed TNGB Shares as securities required to be deposited into the CDS. Therefore, all dealings in the TNGB Shares have been and 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 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 Offer Shares, you should hand this Form 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 TAKE-OVER OFFER

BY



PLENITUDE BERHAD

(Company No. 531086-T)

(Incorporated in Malaysia)

THROUGH



Mercury Securities Sdn Bhd

(Company No. 113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE ORDINARY SHARES OF RM1.00 EACH IN THE NOMAD GROUP BERHAD AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN PLENITUDE BERHAD AT AN ISSUE PRICE OF RM2.50 EACH, WHERE EACH HOLDER OF THE OFFER SHARES WHO ACCEPTS THE OFFER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED

For Holders whose Offer Shares have been credited into your 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 in respect of the Offer must be received **by 5.00 p.m. (Malaysian time) on 27 May 2015**, being the First Closing Date, or such later date(s) as Mercury Securities may announce on behalf of the Offeror no later than two (2) days before the Closing Date. Subject to the provisions of the Code, the Offeror may extend the Offer beyond the First Closing Date. Notices of such extension will be posted to you accordingly.

This Form consists of six (6) printed pages only.

NOTES REGARDING THE COMPLETION AND LODGEMENT 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 execute this Form under your common seal, which has to be affixed and witnessed in accordance with your Articles of Association or other regulations and signed on your behalf by a duly authorised officer or attorney.

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

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

To accept the Offer, you are required to:

- (i) Complete and sign this Form;
- (ii) Complete and sign the Bursa Depository Transfer of Securities Request Form (FTF010) ("**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 in item (i) and (ii) below; and
 - (e) Category and approved reasons for transfer as shown in item (iii) and (iv) below.

(i)	CDS account no.	:	051-001-058598442
(ii)	Name of transferee	:	Plenitude Berhad
(iii)	Category of transfer	:	To cross (X) on category B only (change in beneficial ownership)
(iv)	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 your Offer Shares 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 4.00 p.m. (*Malaysian time*) in compliance with the instructions and the Rules of Bursa Depository; and

- (v) **Enclose the Depositor Copy of your 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 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 at your own risk or deliver by hand so as to arrive **not later than 5.00 p.m. (*Malaysian time*) on 27 May 2015, being the First Closing Date, or such later date(s) as Mercury Securities may announce on behalf of the Offeror no later than two (2) days before the Closing Date**, to the Registrar at the following address:-

ShareWorks Sdn Bhd
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

Telephone : +603–6201 1120
Facsimile : +603–6201 3121

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

The agent of the Holder should send this Form 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 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 should then proceed to perform the procedures as set out in Note 1(A) above. No other signatures are acceptable.

(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 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 have not been credited into your 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 forward this completed and signed Form together with the relevant contract note(s) as evidence of your beneficial ownership to the Offer Shares to the Registrar at the address or fax to the facsimile number set out in Note 1(A)(v) above so as to arrive not later than 5.00 p.m. (*Malaysian time*) on the Closing Date. Once your Offer Shares have been credited into your CDS account, you must perform the procedures as set out in Note 1A(ii) to (iv) above and forward the Depositor 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 14 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. You should also refer to **Section 3** in **Appendix III** of the Offer Document for further information. In particular, you should take note of the representations and warranties set out therein, which will be applicable to you upon acceptance of the Offer.

If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full compliance with and observance of the laws of your relevant jurisdiction and in Malaysia in connection with the Offer, including without limitation the following:

- (i) obtaining any governmental, exchange control or other consents which may be required;
- (ii) compliance with the necessary formalities required to be observed; and
- (iii) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You will be responsible for the payment of any transfer fee or tax or other requisite payments due in such jurisdictions. The Offeror, the Registrar and Mercury Securities shall be fully indemnified and held harmless by you for any transfer fee or tax or other requisite payments which you may be required to pay.

If you receive a copy of the Offer Document and this Form 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 unlawfully by contravening any relevant legislation or other legal requirements; or
- (iii) use this Form if, in the relevant jurisdiction, such an invitation or offer cannot be lawfully made to you.

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

2. This Form for the acceptance of the Offer Shares 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 as set out in Note 1(A)(v) above, 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 III** 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 and the Offer Document, the Offeror may, at its discretion, consider that you have not accepted the Offer. The Offeror's decision 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, ShareWorks Sdn Bhd at the address as set out in Notice 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 (together with the Depositor 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)) is at 5.00 p.m. (Malaysian time) on 27 May 2015, being the First Closing Date, or such later date(s) as Mercury Securities may announce on behalf of the Offeror no later than two (2) days before the Closing Date, subject to Note 1(D) if your Offer Shares have not been credited into your CDS account.

If Holder is an individual

If Holder is a corporation⁽⁵⁾

.....
Signature of Holder

.....
Director

.....
Director/Secretary

Notes:

- (1) *If TNGB declares, makes or pays any dividend and/or other distribution of any nature ("**Distribution**") on or after the date of the Notice but prior to the Closing Date and you are entitled to retain such Distribution, Plenitude may reduce the Offer Price by the quantum of net distributions per TNGB Share that the holders are entitled to retain, hence reducing the number of Consideration Shares to be issued.*
- (2) *Where Note 1(B) of this Form is applicable.*
- (3) *Where Note 1(C) of this Form is applicable.*
- (4) *Where Note 1(D) of this Form is applicable.*
- (5) *You must affix your common seal which must be witnessed in accordance with your Articles of Association or other regulations and signed on your behalf by a duly authorised officer or attorney.*
- (6) *You must affix Malaysian Revenue Stamp of RM10.00 on this Form.*

This completed and signed Form, together with the Depositor 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 submitted to the Registrar at the following address:

ShareWorks Sdn Bhd
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

Telephone : +603-6201 1120
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