



POPULAR HOLDINGS LIMITED

(Co. Regn. No.: 199607187M)

VOLUNTARY CONDITIONAL CASH OFFER BY CIMB BANK BERHAD, SINGAPORE BRANCH FOR AND ON BEHALF OF GRAND APEX HOLDINGS PTE. LTD.

1. VOLUNTARY CONDITIONAL CASH OFFER

The board of directors (the "**Board**") of Popular Holdings Limited (the "**Company**") refers to the announcement (the "**Offer Announcement**") made on 14 January 2015 in relation to the voluntary conditional cash offer (the "**Offer**") by CIMB Bank Berhad, Singapore Branch (the "**Financial Adviser**") for and on behalf of Grand Apex Holdings Pte. Ltd. (the "**Offeror**") for all the issued and paid-up ordinary shares of the Company (the "**Shares**") other than those Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror as at the date of the Offer ("**Offer Shares**"), at S\$0.32 in cash per Offer Share.

2. FURTHER DETAILS OF THE OFFER

Further details of the Offer are set out in the Offer Announcement, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

The Board advises shareholders of the Company to carefully review the Offer Announcement in its entirety as it contains important information, including information on the Offeror and the Offer, the rationale for the Offer and the Offeror's intentions for the Company.

3. OFFER DOCUMENT

According to the Offer Announcement, the offer document to be issued by the Financial Adviser (the "**Offer Document**"), for and on behalf of the Offeror, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance, will be despatched to the holders of the Offer Shares not earlier than 14 days and not later than 21 days from the date of the Offer Announcement. The Offer will remain open for acceptances by shareholders of the Company for a period of at least 28 days from the date of posting of the Offer Document.

4. CIRCULAR TO SHAREHOLDERS

The Board will be appointing an independent financial adviser (the "**IFA**") to advise the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**"). A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent to shareholders of the Company within 14 days from the date of despatch of the Offer Document to be issued by the Offeror.

In the meantime, shareholders of the Company are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests.

Shareholders of the Company who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

5. RESPONSIBILITY STATEMENT

The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed herein are fair and accurate and that there are no other material facts not contained herein, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced herein.

The directors of the Company jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

Chou Cheng Ngok
Executive Director

14 January 2015