

GRAND APEX HOLDINGS PTE. LTD.

(Company Registration Number: 200307228E)
(Incorporated in the Republic of Singapore)

26 March 2015

To: The shareholders of Popular Holdings Limited

Dear Sir/ Madam

COMPULSORY ACQUISITION OF SHARES IN POPULAR HOLDINGS LIMITED PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE)

1. INTRODUCTION

We refer to:

- (a) the offer document dated 28 January 2015 (the “**Offer Document**”) issued by CIMB Bank Berhad, Singapore Branch (“**CIMB**”), for and on behalf of Grand Apex Holdings Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (“**Shares**”) in the capital of Popular Holdings Limited (the “**Company**”), other than those Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror as at the date of the Offer; and
- (b) the announcement dated 18 March 2015 made by CIMB for and on behalf of the Offeror in relation to, *inter alia*, the close of the Offer and the Offeror’s entitlement to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as defined in the Offer Document.

Please disregard this letter if you have already (i) accepted the Offer in respect of all your Shares; or (ii) sold all your Shares on the SGX-ST prior to the date of this Letter.

2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

- 2.1 On 18 March 2015, the closing date of the Offer, the Offeror owned, controlled or had agreed to acquire 746,659,112 Shares, representing approximately 93.67% of the issued share capital of the Company¹.
- 2.2 As at the date of this letter, as the Offeror owns, controls or has agreed to acquire not less than 90% of the Shares in issue as (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding treasury shares), the Offeror is entitled to, and intends to, exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares of Shareholders who did not accept the Offer (the “**Dissenting Shareholders**”), at the consideration equivalent to S\$0.32 in cash, being the Offer Price, for each Dissenting Shareholder’s Share (the “**Consideration**”).

¹ In this letter, unless otherwise stated, all references to the total number of issued Shares is a reference to a total of 797,090,755 Shares.

- 2.3 According to the records maintained by The Central Depository (Pte) Limited (“**CDP**”) and/or Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) (“**Tricor**”), as the case may be, you have not accepted the Offer. Accordingly, we are writing to inform you that the Offeror wishes to acquire all the Shares held by you at the Consideration. We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (“**Form 57**”) addressed to you.
- 2.4 The Offeror will exercise its rights of compulsory acquisition to acquire all the Shares held by you on or after 27 April 2015 (the “**Transfer Date**”), being the date after the expiration of one (1) month from the date of the Form 57, subject to and on the terms set out in the enclosed Form 57.
- 2.5 Upon the payment of the Consideration to the Company by the Offeror on the Transfer Date, the Company will cause to be transferred to the Offeror all the Shares held by you and register the Offeror as the holder of all those Shares as soon as practicable. The Consideration will be credited by the Company into a separate bank account and held by the Company in trust for you and paid to you in accordance with paragraph 2.6 below.
- 2.6 As soon as practicable after the Transfer Date:
- (a) if your Shares are held through a Securities Account maintained with CDP, CDP will, on behalf of the Company, despatch remittances in the form of S\$ cheques for the appropriate amounts of the Consideration payable in respect of your Shares to you by ordinary post, at your own risk, to your address as it appears in the records of CDP, or by such other manner as you may have agreed with CDP for the payment of any cash distributions; and
 - (b) if your Shares are held in certification form, Tricor will, on behalf of the Company, despatch a S\$ cheque for the appropriate amount of the Consideration payable to you in respect of your Shares to you by ordinary post, at your own risk, to your address as it appears in the Register of Members of the Company, as maintained by Tricor.
- 2.7 No action needs to be taken by you in relation to Form 57 to entitle you to payment, which will be made to you in accordance with paragraphs 2.5 and 2.6 above.

3. RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

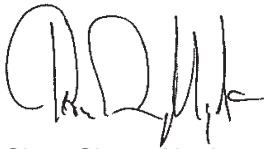
- 3.1 Under Section 215(3) of the Companies Act, you have the right to require the Offeror to acquire your Shares at the consideration equivalent to S\$0.32 in cash, being the Offer Price, for each Dissenting Shareholder’s Share and on the same terms as those offered under the Offer by serving notice requiring us to do so. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (“**Form 58**”) is enclosed with this letter.
- 3.2 **As the Offeror would be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you need not take any action in relation to Form 58.** Shareholders who wish to exercise their right under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

If you are in any doubt about any of the matters referred to in this letter, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

4. RESPONSIBILITY STATEMENT

- 4.1 The directors of the Offeror (including any who may have delegated detailed supervision of this letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this letter are fair and accurate and that no material facts have been omitted from this letter, the omission of which would make any statement in this letter misleading, and the directors of the Offeror jointly and severally accept responsibility accordingly.
- 4.2 Where any information has been extracted from published or otherwise publicly available sources or obtained from the Company, the responsibility of the directors of the Offeror has been to ensure through reasonable enquiries, that such information has been accurately and correctly extracted from those sources or, as the case may be, accurately reflected or reproduced in this letter in its proper form and context.

Yours faithfully,
For and on behalf of
GRAND APEX HOLDINGS PTE. LTD.



Chou Cheng Ngok
Director

Encs.