

**THE COMPANIES ACT
(CHAPTER 50)**
**THE COMPANIES REGULATIONS
SECTION 215(1)/
REGULATION 11(1)**
NOTICE TO DISSENTING SHAREHOLDER

FORM

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Name of Company: **Popular Holdings Limited**

Company No.: 199607187M

To the Dissenting Shareholders of Popular Holdings Limited

In this notice:

Popular Holdings Limited is referred to as “**the transferor company**”, and

Grand Apex Holdings Pte. Ltd. is referred to as “**the transferee company**”.

On 28 January 2015, the transferee company made an offer to all the holders of ordinary shares in the transferor company at an offer price of S\$0.32 in cash for each share.

Up to 26 February 2015 (being a date within 4 months after the making of the offer in that behalf by the transferee company), the offer was approved by the holders of not less than 90% of the total number of ordinary shares in the transferor company (other than shares held by the transferor company as treasury shares and those already held at the date of the offer by the transferee company, its related corporations or their respective nominees).

The transferee company hereby gives you notice, in pursuance of Section 215 of the Companies Act, that it desires to acquire the ordinary shares held by you in the transferor company.

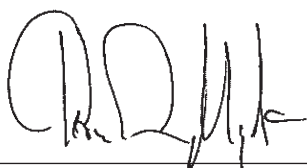
You are entitled within one month after the date of this notice to require the transferee company, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee company will not be entitled or bound to acquire the shares of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the High Court by you:

- (a) on or before 26 April 2015 (being one month from the date of this notice); or
- (b) on a date (within 14 days of a statement being supplied to you pursuant to section 215(2) of the Companies Act),

whichever is later, the High Court orders otherwise, the transferee company will, in pursuance of those provisions, be entitled and bound to acquire the ordinary shares held by you in the transferor company on the terms on which, under the scheme or contract to which the abovementioned offer relates, the shares of the approving ordinary shareholders in the transferor company are to be transferred to the transferee company.

Dated this 26th day of March 2015



Chou Cheng Ngok
Director
Grand Apex Holdings Pte. Ltd.