

Southshore Pte. Ltd.
(Company Registration No. 201530037K)
(Incorporated in the Republic of Singapore)

18 November 2015

To: The shareholders of Chosen Holdings Limited

Dear Sir/Madam

COMPULSORY ACQUISITION OF SHARES IN CHOSEN HOLDINGS LIMITED

1. INTRODUCTION

- 1.1 **Offer.** We refer to the offer document dated 15 September 2015 ("**Offer Document**") in relation to the voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of Chosen Holdings Limited ("**Company**") (excluding any Shares held by the Company as treasury shares), other than those already owned, controlled or agreed to be acquired by the Offeror ("**Offer Shares**").

All capitalized terms used and not defined herein shall have the same meanings as ascribed to them in the Offer Document.

- 1.2 **Non-Acceptance of the Offer.** According to the records as at 13 November 2015 maintained by CDP and/or the Share Registrar, as the case may be, you have not accepted the Offer.

If you have already (a) accepted the Offer in respect of all your Shares; or (b) sold all your Shares on the SGX-ST prior to the date of this Letter, please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below).

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

- 2.1 **Holdings of Shares.** As at 5.30 p.m. on 13 November 2015, we own, control, have acquired or agreed to acquire an aggregate of 261,280,363 Shares, representing approximately 91.34% of the issued share capital of the Company¹.
- 2.2 **Compulsory Acquisition.** As we own, control, have acquired or agreed to acquire not less than 90% of the Shares in issue (excluding treasury shares and other than those held by us, our related corporations and their respective nominees as at the date of the Offer Document), we are entitled to and are exercising our rights of compulsory acquisition under Section 215(1) of the Companies Act, to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer ("**Dissenting Shareholders**"), at a price of S\$0.24 ("**Consideration**"), being the Offer Price, for each Dissenting Shareholder's Share.
- 2.3 **Form 57.** In connection with the foregoing, we enclose a Notice to Dissenting Shareholder in the form prescribed under the Companies Act ("**Form 57**").
- 2.4 **Exercise of Right.** We will exercise our right to compulsorily acquire all the Shares held by you on or after 18 December 2015 ("**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 **Registration of Transfer.** Upon our payment of the aggregate Consideration to the Company, the Company will cause to be transferred to us as the holder of all those Shares as soon as

¹ Unless otherwise stated, in this Letter, all references to the total number of Shares in issue or issued Shares is 286,044,127 Shares in issue (excluding treasury shares) (based on the total number of issued Shares as at 22 September 2015, as stated in the Company's circular to shareholders dated 29 September 2015 in relation to the Offer, aggregated together with 4,322,800 treasury shares that have been transferred for the release of share awards to the eligible participants pursuant to the Performance Share Award Scheme, as announced by the Company on 2 October 2015 and 20 October 2015).

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practicable. The aggregate 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 **Settlement.** Subject to and in accordance with Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the Transfer Date, remittance in the form of a cheque for the appropriate amount payable in respect of your Shares will be despatched to you by ordinary post, at your own risk, to your address as it appears in the records of CDP and/or the Share Registrar, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

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

- 3.1 **Form 58.** Under Section 215(3) of the Companies Act, you have the right to require the Offeror to acquire your Shares at the consideration of S\$0.24 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 the Offeror 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 **No Action Required.** As the Offeror will 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. If you wish to exercise your right under Section 215(3) of the Companies Act, you are advised to seek your own independent legal advice.

4. GENERAL

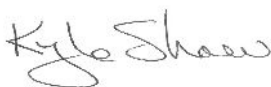
If you are in any doubt about any of the matters referred to in this Letter, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

5. RESPONSIBILITY STATEMENT

The directors of the Offeror, Clearlake and SKPL (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 they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, information relating to the Company and its subsidiaries), the sole responsibility of the directors of the Offeror, Clearlake and SKPL have been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Letter.

Yours faithfully
For and on behalf of
Southshore Pte. Ltd.



Kyle Shaw
Director