



March 12, 2018

To the Disinterested Scheme Shareholders and the Pou Sheng Optionholders

Dear Sir or Madam,

**(1) PROPOSED PRIVATIZATION OF POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
BY POU CHEN CORPORATION BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA)
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF POU SHENG INTERNATIONAL
(HOLDINGS) LIMITED**

We refer to the document dated March 12, 2018 jointly issued by Pou Chen and Pou Sheng in relation to the Proposal and the Option Offer (the “**Scheme Document**”), of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We, being all the non-executive directors and independent non-executive directors of Pou Sheng who are not interested in the Proposal, have been appointed by the Board as members of the Independent Board Committee to give a recommendation to the Scheme Shareholders and the Pou Sheng Optionholders in respect of the Proposal and the Option Offer.

Anglo Chinese Corporate Finance, Limited (“**Anglo Chinese**”) has been appointed, with our approval, as the Independent Financial Adviser to advise us in respect of the Proposal and the Option Offer. Having considered (a) the reasons for, and the benefits of, the Proposal and the Option Offer and their effects as set out in the Scheme Document and (b) the terms of the Proposal and the Option Offer and having taken into account the advice of Anglo Chinese, and in particular, the factors, reasons and recommendations set out in the letter from Anglo Chinese, we consider that the terms of the Proposal and the Option Offer are fair and reasonable so far as the Disinterested Scheme Shareholders and the Pou Sheng Optionholders are concerned.

Accordingly, we recommend that:

- (i) the Scheme Shareholders vote IN FAVOR OF the resolution to approve the Scheme at the Court Meeting;
- (ii) the Pou Sheng Shareholders vote IN FAVOR OF the special resolution to approve the implementation of the Scheme at the SGM; and
- (iii) the Pou Sheng Optionholders ACCEPT the Option Offer.

We draw the attention of the Disinterested Scheme Shareholders and the Pou Sheng Optionholder to (1) the letter from the Board set out in Part IV of the Scheme Document, (2) the explanatory statement set out in Part VII of the Scheme Document and (3) the letter from Anglo Chinese, which sets out the factors and reasons taken into account in arriving at its advice to the Independent Board Committee, set out in Part VI of the Scheme Document.

Yours faithfully,
Independent Board Committee



Mr. Li I-nan
*Non-executive
director*

Mr. Chen, Huan-Chung
*Independent
non-executive director*

Mr. Hsieh, Wuei-Jung
*Independent
non-executive director*

Mr. Shan Xue
*Independent
non-executive director*

Yours faithfully,
Independent Board Committee



Mr. Li I-nan
*Non-executive
director*

Mr. Chen, Huan-Chung
*Independent
non-executive director*


Mr. Hsieh, Wuei-Jung
*Independent
non-executive director*

Mr. Shan Xue
*Independent
non-executive director*

**Yours faithfully,
Independent Board Committee**

Mr. Li I-nan
*Non-executive
director*

Mr. Chen, Huan-Chung
*Independent
non-executive director*


Mr. Hsieh, Wuei-Jung
*Independent
non-executive director*

Mr. Shan Xue
*Independent
non-executive director*

Yours faithfully,
Independent Board Committee

Mr. Li I-nan
*Non-executive
director*

Mr. Chen, Huan-Chung
*Independent
non-executive director*

Mr. Hsieh, Wuei-Jung
*Independent
non-executive director*

Mr. Shan Xue
*Independent
non-executive director*

