

INSTRUMENT OF TRANSFER

KA-YU CHOW (JOHN CHOW) AND KA-MING CHOW (MICHAEL CHOW) COMPULSORY ACQUISITION OF SHARES IN CHOW GROUP LIMITED

Shareholder (Transferor)

NUMBER OF SHARES HELD IN CHOW GROUP AS AT 6 JUNE 2018: <<BALANCE1>>

TOTAL CONSIDERATION FOR SHARES (at NZ \$0.60 per Share): <<CONSIDERATION>>

CSN / HOLDER NUMBER: <<HRN>>
<<BARCODE>>

By signing this instrument of transfer ("**Transfer Form**") the Transferor, for the consideration above, hereby:

- A irrevocably transfers all the Shares in Chow Group Limited ("**Chow Group**") held by the Transferor set out in the box above (together, the "**Chow Group Shares**") in accordance with the Acquisition Notice given by Ka-Yu Chow (John Chow) and Ka-Ming Chow (Michael Chow) as trustees of the John Chow Investment Trust and the Michael Chow Investment Trust ("**John and Michael Chow**") dated 7th June 2018;
- B acknowledges the rights of John and Michael Chow to recover from you any excess in the event the consideration is referred to an independent expert (and the expert concludes the fair and reasonable consideration is lower than the consideration specified above).

You hereby authorise John and Michael Chow to use the Transferor's CSN/Holder Number to transfer the Chow Group Shares to John and Michael Chow and you authorise John and Michael Chow to instruct Chow Group and its share registrar to register such transfer(s).

Method of Payment (please tick one): CHEQUE ELECTRONIC TRANSFER

Payment will be made by either electronic transfer directly into the Transferor's bank account, or by cheque. Please select a method of payment by ticking the appropriate box above. Note that all payments will be made in New Zealand dollars.

Note: If you do not select a Method of Payment, or the details that you provide are not sufficient to effect an electronic transfer, you will be paid by cheque or by electronic transfer to your existing nominated account held with Link Market Services Limited (if any).

Electronic Transfer Details: Please complete the boxes below if you wish to be paid by electronic transfer. If you have previously provided bank account details to the Chow Group share registrar, Link Market Services Limited, and you want your payment made to that account, please select the option below:

Use my existing account details

Otherwise, complete the details below

Bank: _____ Account Name: _____

NZ Bank Account Number:

Bank	Branch	Account	Suffix
<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

Daytime Phone Number:

E-mail Address:

Dated and executed the day of 2018

SIGNATURE(S)

Signed by or on behalf of the Transferor

NOTES AND INSTRUCTIONS FOR COMPLETION

1 SIGNING THIS TRANSFER FORM:

- 1.1 Complete the date of signing in the boxes provided above. Please ensure that all details of this Transfer Form are correct.
- 1.2 Sign this Transfer Form where marked "Signature(s)". Companies must sign in accordance with the Companies Act 1993 or other applicable law.
- 1.3 If the Shares are registered in the name of joint holders, all holders should sign this Transfer Form. If one or some, but not all, joint holders sign, the joint holder(s) who has/have signed represent and warrant to John and Michael Chow that the joint holder(s) who has/have signed the Transfer Form do(es) so on behalf of and as duly authorised agent(s) for the joint holder(s) who has/have not signed, that such authority has not been revoked, and that the acceptance is binding on the joint holder(s) who has/have not signed the Transfer Form.

2 **SHARES HELD BY NOMINEES:** If your Chow Group shares are held through a nominee, advise your nominee that you wish to sell all your Chow Group shares and instruct your nominee to complete, sign and return this Transfer Form to John and Michael Chow in accordance with the instructions set out in this Transfer Form.

3 **METHOD OF PAYMENT:** You should select a Method of Payment. If you do not, or the details that you provide are not sufficient to effect an electronic transfer to you, you will be paid by cheque. Neither John and Michael Chow nor Link Market Services has any responsibility to verify any details provided on this Transfer Form. Your bank may charge you fees in relation to receipt of an electronic transfer.

4 **POWER OF ATTORNEY:** If this Transfer Form is signed under a power of attorney, the certificate of non-revocation printed below must be completed by the party holding the power of attorney. Where the attorney is a body corporate, the attorney must sign and attach a certificate of non-revocation of power of attorney in the form set out in the Property Law Act 2007 (not the form printed below). In either case, the relevant instrument appointing the attorney must be submitted with this Transfer Form for noting and return, unless it has already been provided to Link Market Services Limited.

ON COMPLETION: Place the signed Transfer Form in the enclosed reply-paid envelope and mail, or return in any of the ways stated below, as soon as possible, but in any event so as to be received not later than 11:59pm New Zealand time on 28 June 2018.

John and Michael Chow Compulsory Acquisition Offer c/- Link Market Services Limited

Mail: PO Box 91976, Auckland 1142, **Delivery:** Level 11 Deloitte Centre, 80 Queen Street, Auckland, 1010

Fax +64 9 375 5990 **Scan & Email:** applications@linkmarketservices.co.nz

If you fax or email this Transfer Form to Link Market Services Limited please mark the original Transfer Form "FAXED" or "EMAILED".

- 5 **PREVIOUS SALE:** If you have sold all your Chow Group Shares, please pass this Transfer Form together with the Acquisition Notice and accompanying documents to the agent (e.g. the broker) through whom the sale was made or the purchaser(s) of such Chow Group Shares. If you have sold part of your holding in Chow Group Shares, record that fact on this Transfer Form by amending the relevant number of Chow Group Shares noted as being held by you on the face of this Transfer Form.
- 6 **INTERPRETATION:** In this Transfer Form references to "you" in the singular shall include the plural. Capitalised terms used but not defined in this Transfer Form have the meanings given to them in the Offer.

IF YOU ARE IN ANY DOUBT ABOUT THE PROCEDURE FOR COMPULSORY ACQUISITION, PLEASE CALL LINK MARKET SERVICES LIMITED ON +64 9 375 5998

Only complete the following section if the transfer form is signed under a power of attorney

Certificate of Non-Revocation of Power of Attorney

I _____ of _____, certify:
full name of power of attorney place and country of residence occupation

- 1. That by deed dated _____, _____, of _____, _____, of _____, _____, of _____, _____, appointed me his / her / its attorney. If the donee of the power is a body corporate, I confirm that I am authorised to give this certificate on its behalf and the capacity in which I give this certificate for the attorney is as _____.
insert director / officer / other capacity

2. That I have not received notice of any event revoking the power of attorney.

Signed at _____ this _____ day of _____ 20__

Signature & Name of Attorney