TRANSCORP HOLDINGS LIMITED

(Incorporated in Singapore on 27 April 1995)
(Company Registration Number: 199502905Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Transcorp Holdings Limited (the "**Company**") will be held on 15 August 2016 at 3.00 p.m. at Poolside Events Room, Level 1, Singapore Polytechnic Graduates' Guild, 1010 Dover Road, Singapore 139658, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

AS ORDINARY RESOLUTION:

THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO BAKER TILLY TFW LLP

It is **RESOLVED** that approval be and is hereby given to the Company for the following actions:

(1) Baker Tilly TFW LLP, having consented to act, be and are hereby appointed as auditors of the Company in place of Ernst & Young LLP to hold office until the conclusion of the Company's next annual general meeting on such terms to be agreed between the directors (the "**Directors**") and Baker Tilly TFW LLP (the "**Proposed Change of Auditors**"); and

(2) the Directors and each of them be and is hereby authorised to complete and to do all acts and things as he may consider necessary, desirable or expedient to give effect to the Proposed Change of Auditors and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) as he shall think fit and in the interests of the Company.

By Order of the Board

Goh Chin Soon
Executive Chairman

29 July 2016

Notes:

(1) (a) A member entitled to attend and vote at the EGM may appoint a proxy or two proxies to attend and vote in his/her stead. A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

(b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50).

(2) A proxy need not be a member of the Company.

(3) The form of proxy in the case of an individual shall be signed by the appointor or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

(4) The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's registered address at 1 Kim Seng Promenade, #17-04 Great World City East Tower, Singapore 237994 not less than 48 (forty-eight) hours before the time appointed for holding the meeting and at any adjournment thereof.

(5) If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.

(6) If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.

(7) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 (seventy-two) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

(8) By attending the EGM and/or adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.