TRANSCORP HOLDINGS LIMITED

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

PROPOSED TRANSFER LISTING FROM THE MAIN BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") TO THE CATALIST SPONSORED REGIME –

RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SGX-ST

The Board of Directors (the "**Board**" or "**Directors**") of Transcorp Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company has today obtained the approval in-principle ("**Approval In-Principle**") from the SGX-ST in relation to the Company's application for the transfer (the "**Proposed Transfer**") of its listing from the Mainboard of the SGX-ST to the Catalist Board of the SGX-ST ("**Catalist**").

The Approval In-Principle is subject to, *inter alia*:

(a) compliance with the SGX-ST's listing requirements;

(b) an immediate announcement via SGXNET of the Proposed Transfer;

(c) shareholders' approval being obtained for the Proposed Transfer via a special resolution under Rule 410(4) of the Section B: Rules of Catalist of the Listing Manual of the SGX-ST; and

(d) submission of:

(i) a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual of the SGX-ST to comply with all of the SGX-ST's requirements and policies applicable to the issuers listed on Catalist;

(ii) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to Catalist;

(iii) a written undertaking from each of the Company's Directors in the form set out in Appendix 1 to the SGX-ST's letter relating to the Approval In-Principle and an undertaking from the Company to procure the same written undertaking from any new Director appointed to the Company's Board after the Proposed Transfer takes place; and

(iv) a written confirmation from the Company that it is in compliance with all applicable SGX-ST Mainboard Rules.

The Approval In-Principle is not to be taken as an indication of the merits of the Proposed Transfer, the Group or its securities.

A circular to the shareholders of the Company ("**Shareholders**") setting out, *inter alia*, further details of the Proposed Transfer, together with a notice convening the extraordinary general meeting ("**EGM**"), will be despatched to the Shareholders in due course.

The Company will make further announcements in relation to the Proposed Transfer via SGXNET after the approval of Shareholders has been obtained for the Proposed Transfer at the EGM.

By Order of the Board
TRANSCORP HOLDINGS LIMITED

Ainsley Jong
Chief Executive Officer
4 September 2015