TRANSPAC INDUSTRIAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Unique Entity Number: 199400941K)

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of Transpac Industrial Holdings Limited (the "**Company**") will be held at Concorde 1, 3rd Level Concorde Hotel Singapore, 100 Orchard Road, Singapore 238840 on the 29th day of April 2014 at 10.00 a.m. for the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2013, together with the Auditors' Report thereon. (Resolution 1)
2. To re-elect the following Directors, who are retiring by rotation pursuant to Article 100 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
   (i) Mr Vince Feng (Resolution 2)
   (ii) Ms Li Yick Yee Angie (Resolution 3)
3. To approve the sum of S$325,452.04 as Directors' fees for the financial year ended 31 December 2013. (Resolution 4)
4. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without any modifications, the following resolutions as Ordinary Resolutions:

5. Authority to allot and issue Shares under the Transpac Industrial Holdings Limited Scrip Dividend Scheme (Resolution 6)

   "That, pursuant to Section 161 of the Companies Act, Cap. 50 ("**Companies Act**"), authority be and is hereby given to the Directors of the Company ("**Directors**") to allot and issue from time to time such number of shares ("**Shares**") in the capital of the Company as may be required to be allotted and issued pursuant to the Transpac Industrial Holdings Limited Scrip Dividend Scheme."
   [See Explanatory Notes]

6. Authority to allot and issue Shares (Resolution 7)

   "That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors to:

   (a) (i) issue Shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

   provided that :

   (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares excluding treasury shares that may be issued under sub-paragraph (1) above, the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares at the time this Resolution is passed after adjusting for:

   (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

   (ii) any subsequent bonus issue, consolidation or subdivision of Shares;

   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

   (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

   [See Explanatory Notes]

7. To transact any other business that may be transacted at an annual general meeting.

BY ORDER OF THE BOARD

Tham Shook Han
Company Secretary
7 April 2014

Explanatory Notes:

(Resolution 2) Mr Vince Feng, will upon re-election as a Director of the Company, remain as an independent and non-executive Director of the Company, the Chairman of the Remuneration Committee as well as a member of the Audit Committee. Mr Feng has been working in the financial services industry since 1994. He previously served as a managing director of General Atlantic LLC, a US$17 billion global growth private equity firm focused on technology enabled sectors. He established the Hong Kong office of General Atlantic in 2000, leading the firm's investments in Greater China over the course of his tenure as managing director, including Lenovo's acquisition of IBM's PC division. Prior to that, Mr Feng was a financial analyst with Goldman Sachs (Asia) LLC in Hong Kong. Mr Feng has a Master of Business Administration (MBA) degree from Stanford University and a Bachelor of Arts (BA) degree (Honors) from Harvard University. Mr Feng does not have (i) any relationships including family relationships with any of the Directors of the Company, the Company or its 10% shareholders; and (ii) any directorships in other listed companies.

(Resolution 3) Mr Li Yick Yee Angie, will upon re-election as a Director of the Company, remain as a non-executive Director of the Company and she will also continue to be a member of the Remuneration Committee. Ms Li Yick Yee Angie is a director of Argyle Street Management Limited ("Argyle"). She was a non-executive director of Japan Residential Assets Manager Limited, the Manager of the SGX-ST listed Saizen REIT, from 1 September 2010 to 11 October 2013 and a non-executive director of United Fiber System Limited (listed on the SGX-ST) from 6 July 2011 to 21 February 2014. Prior to joining Argyle, Ms Li worked with Lazard & Co in San Francisco and Hong Kong. She holds Bachelor of Arts (BA) and Bachelor of Science (BS) degrees from the University of California at Berkeley and a Master of Arts (MA) degree in Economics from the Graduate School of Arts and Sciences (GSAS) of Columbia University.

(Resolution 6) The Transpac Industrial Holdings Limited Scrip Dividend Scheme ("**Scrip Dividend Scheme**") was approved by shareholders of the Company ("**Shareholders**") at the extraordinary general meeting of the Company held on 26 April 2007. The proposed Resolution 6, if passed, will empower the Directors to allot and issue shares in the Company pursuant to the Scrip Dividend Scheme to eligible Shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

(Resolution 7) The Ordinary Resolution 7, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this resolution would not exceed fifty per centum (50%) of the issued shares in the Company at the time of the passing of this resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the issued shares in the Company at the time of the passing of this resolution.

For the purpose of this resolution, the percentage of issued shares is based on the Company's issued shares at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
3. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
4. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorized representative in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
5. The instrument appointing a proxy or proxies, (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 79 Robinson Road #11-06 CPF Building Singapore 068897 not less than 48 hours before the time appointed for holding the meeting.