INNOPAC HOLDINGS LIMITED

(Company Registration No.: 197301788K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of the Company will be held at 30 Prinsep Street, Income at Prinsep Level 8 (Room: Hip@8), Singapore 188647 on 27 June 2014 at 2.00 p.m. to transact the following businesses:–

AS ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors and Financial Statements for the financial year ended 31 December 2013 together with the Auditors' Report thereon. [Resolution 1]
2. To re-elect Dr Arslan Koichiev as Director who retires pursuant to Article 90 of the Articles of Association. [Resolution 2]
3. To re-elect Mr Jeremy Norman John Dyer as Director who retires pursuant to Article 90 of the Articles of Association. [Resolution 3]
4. To consider, and if thought fit, to pass the following resolution: [Resolution 4]
   "That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dato' Moehamad Izat Bin Achmad Habechi Emir be and is hereby re-appointed as a Director of the Company, to hold office until the date of the next Annual General Meeting."
5. To approve the payment of Directors' fees of up to S$180,000 for the year ending 31 December 2014. [2013: S$87,500] [Resolution 5]
6. To re-appoint Messrs Moore Stephens LLP, Public Accountants and Chartered Accountants, as Auditors and to authorise the Directors to fix their remuneration. [Resolution 6]
7. To transact any other business.

AS SPECIAL BUSINESS

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

8. Authority to Directors to issue shares [Resolution 7]
   "That pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:–
   (i) (a) the aggregate number of shares and convertible securities to be issued on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares in the capital of the Company as calculated in accordance with sub-paragraph (ii) below; and
   (b) the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company as calculated in accordance with sub-paragraph (ii) below;
   (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time this Resolution is passed, after adjusting for:–
   (a) new shares arising from the conversion or exercise of any convertible securities;
   (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
   (c) any subsequent consolidation or subdivision of shares;
   (iii) unless revoked or varied by the Company in 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 Note (i)]
9. Authority to issue shares under the Innopac Share Option Scheme and the Innopac Performance Share Scheme [Resolution 8]
   "That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be and are hereby empowered to allot and issue shares in the capital of the Company to the holders of options and awards granted by the Company under the Innopac Share Option Scheme and the Innopac Performance Share Scheme respectively (collectively known as the "Schemes") established by the Company upon the exercise of such options or vesting of such share awards in accordance with the terms and conditions of the Schemes provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Schemes shall not exceed 15% of the total number of the issued shares in the capital of the Company from time to time." [See Explanatory Note (ii)]

BY ORDER OF THE BOARD
STANLEY CHU KAM PO
Company Secretary
Singapore, 12 June 2014

EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE PASSED

(i) The proposed Resolution 7, if passed, will empower the Directors of the Company from the date of this Annual General Meeting ("AGM") until the date of the next AGM, to allot and issue new shares not exceeding 50% of the total number of the issued shares in the capital of the Company. For issue of shares, other than on a pro rata basis to shareholders of the Company, the aggregate number of shares to be issued shall not exceed 20% of the total number of issued shares in the capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.

(ii) The proposed Resolution 8, if passed, will empower the Directors of the Company, from the date of this AGM until the date of the next AGM, to allot and issue shares in the Company of up to a number not exceeding in total 15% of the total number of issued shares in the capital of the Company for the time being pursuant to the exercise of the options or the vesting of the awards under the Schemes.

Notes:

1. *A member 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.*
2. *Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.*
3. *A proxy need not be a member of the Company.*
4. *A corporation, which is a member of the Company, may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.*
5. *The instrument appointing a proxy must be deposited at the registered office of the Company, at 190 Middle Road, #19-07 Fortune Centre, Singapore 188979 not less than 48 hours before the time appointed for holding the meeting.*