PENGUIN INTERNATIONAL LIMITED
(Company Registration Number: 197600165Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of Penguin International Limited (the "**Company**") will be held on Tuesday, 28 April 2015 at 11.00 a.m. at 18 Tuas Basin Link, Singapore 638784, to transact the following businesses:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2014 together with the Auditor's Report thereon. **Resolution 1**

2. To declare and approve a first and final tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 31 December 2014. **Resolution 2**

3. To declare and approve a special tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 31 December 2014. **Resolution 3**

4. To approve the proposed Directors' fees of S$224,000 for the financial year ended 31 December 2014 (2013: S$224,000). **Resolution 4**

5. To re-elect Mr Ong Kian Min as Director following his retirement pursuant to Article 91 of the Company's Articles of Association. **Resolution 5**

   To record the retirement of Mr Chan Moon Kong and Mr Tay Kim Hock as Directors pursuant to Article 91 of the Company's Articles of Association at the conclusion of the Annual General Meeting.

   [See Explanatory Note (a)]

6. To re-appoint Ernst & Young LLP as Auditor for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

7. **Share Issue Mandate** **Resolution 7**

   (a) "That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to :-

      (i) issue shares in the capital of the Company whether by way of bonus issue, rights issue 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; and/or

      (iii) issue additional Instruments convertible into shares arising from adjustments made to the number of Instruments,

   at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force, provided that

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% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing of this Resolution, of which the aggregate number of shares issued other than on a pro rata basis does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company.

(b) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares of the Company (excluding treasury shares) as at the time of the passing of this Resolution after adjusting for:

(i) new shares arising from the conversion or exercise of convertible securities which were issued pursuant to previous shareholders' approval, and which are outstanding as at the date of the passing of this Resolution;
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
(iii) any subsequent bonus issue, consolidation or subdivision of the shares;

(c) (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 (b)]

8. **The Proposed Renewal of the General Mandate for Interested Person Transactions** **Resolution 8**

"That:

(1) approval be and is hereby given, for the purposes of Chapter 9 of the listing manual ("**Listing Manual**") of the **SGX-ST**, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in paragraph 2.3 of the Letter to Shareholders dated 10 April 2015 with the Interested Persons described in paragraph 2.1.1 of the Letter to Shareholders dated 10 April 2015, provided that such transactions are in accordance with the review procedures for such interested person transactions;

(2) the approval given in paragraph (1) above (the "**IPT Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;

(3) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary for this IPT Mandate (as defined in paragraph (2) above) to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by SGX-ST from time to time, and such other applicable laws and rules; and

(4) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including execution all such documents

as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution."

[See Explanatory Note (c)]

9. **The Proposed Renewal of the Share Buy-back Mandate** **Resolution 9**

"That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-

(i) on-market purchase(s) (each an "**On-Market Share Buy-back**"), transacted on the SGX-ST; and/or

(ii) off-market purchase(s) (each an "**Off-Market Equal Access Share Buy-back**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-back Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:-

(i) the date on which the next Annual General Meeting of the Company is held;

(ii) the date on which the Share Buy-backs are carried out to the full extent mandated; or

(iii) the date by which next Annual General Meeting of the Company is required by law to be held;

(c) In this Resolution:-

"**Prescribed Limit**" means ten per cent (10%) of the total number of Shares issued by the Company as at the date of passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:-

(i) in the case of an On-Market Share Buy-back, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Equal Access Share Buy-back

pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares;

Where:-

"**Average Closing Price**" means the average of the last dealt prices of an ordinary Share for the five consecutive Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the On-Market Share Buy-back by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Equal Access Buy-back, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period;

"**Market Day**" means day on which the SGX-ST is open for trading in securities; and

"**Date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Equal Access Share Buy-back, stating the purchase price which shall not be more than 110% of the Average Closing Price of the Shares (excluding related expenses of the purchase or acquisition) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Equal Access Share Buy-back.

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (d)]

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 15 May 2015 for the purpose of determining members' entitlements to the proposed first and final tax exempt (one-tier) dividend of 0.5 cent per ordinary share and special tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 31 December 2014 (the "Proposed Dividends"). Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 14 May 2015 will be registered before members' entitlements to the Proposed Dividends are determined.

Members (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 14 May 2015 will rank for the Proposed Dividends.

The Proposed Dividends, if approved by members at the 2015 Annual General Meeting, will be paid on 28 May 2015.

By Order Of The Board

Chuang Sheue Ling/Lo Swee Oi
Company Secretaries
10 April 2015

Explanatory Notes:

(a) Mr. Ong Kian Min, if re-elected, will continue to serve as Lead Independent Director, Chairman of the Audit Committee and member of the Remuneration and Nominating Committees. He is considered an independent director for purposes of Rule 704(8) of the Listing Manual of the SGX-ST. For further information on Mr Ong, please refer to the "Board of Directors" section in the Annual Report 2014.

Mr Chan Moon Kong and Mr Tay Kim Hock, who are retiring by rotation at the Annual General Meeting pursuant to Article 91 of the Company's Articles of Association, have expressed their intention to retire at the Annual General Meeting and will not be seeking re-election.

Mr Chan, an Independent Director, will retire from the Board of Directors at the conclusion of the Annual General Meeting and will concurrently cease to be the Chairman of the Remuneration and member of the Audit and Nominating Committees.

Mr. Tay, an Independent Director, will retire from the Board of Directors at the conclusion of the Annual General Meeting and will concurrently cease to be a member of the Audit, Remuneration and Nominating Committees.

(b) The Ordinary Resolution No. 7, if passed, will empower the Directors from the date of this Annual General Meeting to allot and issue shares and convertible securities in the Company up to an amount not exceeding 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time that this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(c) Mr. Jeffrey Hing Yih Peir and his associates will abstain from voting on the proposed Ordinary Resolution No. 8 relating to the renewal of the general IPT Mandate. For the purpose of the abstention, the term "associates" as it relates to Mr. Jeffrey Hing Yih Peir is defined as (i) his immediate family, (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.

(d) The Ordinary Resolution No. 9, if passed, will empower the Directors to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to 10% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company, at the price up to but not exceeding the Maximum Price. The rationale for the Share Buy-back Mandate, the source of funds to be used for the Share Buy-back Mandate, the impact of the Share Buy-back Mandate on the Company's financial position, the implications arising as a result of the Share Buy-back Mandate under The Singapore Code on Take-overs and Mergers and on the listing of the Company's Shares on the SGX-ST are set out in the Letter to Shareholders dated 10 April 2015.

Note:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. If a proxy is to be appointed, the form must be deposited at the registered office of the Company, at 18 Tuas Basin Link Singapore 638784 not less than 48 hours before the meeting.
3. The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
4. In case of joint shareholders, all holders must sign the form of proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.