



TEXCHEM-PACK HOLDINGS (S) LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200308296H)

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at Room 507, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Monday, 27 April 2015 at 9.30 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect Mr Soh Chiaw Guan being a Director who retires pursuant to Article 97 of the Company's Articles of Association. [See Explanatory Note 1] **(Resolution 2)**
3. To re-elect Mr Yap Kee Keong being a Director who retires pursuant to Article 91 of the Company's Articles of Association. **(Resolution 3)**
4. To re-elect Mr Kim Seah Teck Kim being a Director who retires pursuant to Article 91 of the Company's Articles of Association. [See Explanatory Note 2] **(Resolution 4)**
5. To approve the payment of Directors' Fees of S\$50,000 for the financial year ended 31 December 2014. [2013: S\$75,000] **(Resolution 5)**
6. To re-appoint Messrs RT, LLP as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

To consider and if deemed fit to pass the following Resolution:

7. **SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**
THAT approval be and is hereby given:
 - (a) for the purpose of Chapter 9 of the Listing Manual ("**Chapter 9**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company and any of its subsidiaries and associated companies that are deemed an entity at risk as defined in Chapter 9 of the Listing Manual, to enter into any of the transactions falling within the types of Interested Person Transactions, as set out in the Company's letter to shareholders dated 10 April 2015 (the "**Letter**"), with any party who is of the class of the Interested Persons described in the Letter provided that such transactions are carried out in the ordinary course of business, on normal commercial terms and in accordance with the guidelines and review procedures for Interested Person Transactions ("**Procedures**") as set out in the Letter (the "**IPT Mandate**");
 - (b) 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier;
 - (c) 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 to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
 - (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution. [See Explanatory Note 3] **(Resolution 7)**
8. To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Yap Wai Ming
Lean Min-Tze
Busarakham Kohsikaporn
Joint Company Secretaries

Singapore, 10 April 2015

Explanatory Notes:

- (1) **Resolution 2** – Mr Soh Chiaw Guan, if re-elected, will remain as a Member of the Audit Committee, Nominating Committee and Remuneration Committee. He is considered non independent pursuant to Rule 704(8) of the SGX-ST Listing Rules.
- (2) **Resolution 4** – Mr Kim Seah Teck Kim, if re-elected, will remain as Chairman of the Nominating Committee and a Member of the Audit Committee and Remuneration Committee. He is considered independent pursuant to Rule 704(8) of the SGX-ST Listing Rules.
- (3) **Resolution 7** – For further details, please refer to the Letter.

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or, if he holds two or more shares, not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
3. If the instrument appointing a proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If the instrument appointing a proxy is returned without the name of the proxy indicated, the instrument appointing a proxy shall be invalid.
5. If the appointor is an individual, the instrument appointing a proxy shall be signed by the appointor or his attorney.
6. If the appointor is a corporation, the instrument appointing a proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member 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, in accordance with Section 179 of the Companies Act Chapter 50.
7. The signature on the instrument appointing a proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
8. The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, not less than forty-eight (48) hours before the time appointed for holding of the Annual General Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

Where a member of the Company submits 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, proxy 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.