



# INNO-PACIFIC HOLDINGS LTD

(Company Registration No.: 197301788K)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 36th Annual General Meeting of the Company will be held at the National Library Board, 100 Victoria Street, Level 5 Imagination Room, Singapore 188064 on Wednesday, 28 April 2010 at 10.30 a.m. to transact the following businesses:-

### AS ORDINARY BUSINESS

- To receive and adopt the Report of the Directors and Financial Statements for the financial year ended 31 December 2009 together with the Auditors' Report thereon. **[Resolution 1]**
- To approve the Directors' Fees of \$51,250/- for the financial year ended 31 December 2009 (2008: \$60,000/-). **[Resolution 2]**
- To re-elect Mr Koay Theam Hock as Director who retires pursuant to Article 106 of the Articles of Association. **[Resolution 3]**
- To consider, and if thought fit, to pass the following resolution:  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dato' Moehammad Izat 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."  
**[Resolution 4]**
- To re-appoint Messrs BDO LLP, Certified Public Accountants, as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
- To transact any other business.

### AS SPECIAL BUSINESS

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

- Authority to Directors to issue Shares **[Resolution 6]**  
"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:-
  - (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 per cent 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 shareholders of the Company) does not exceed 20 per cent 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 shares (excluding treasury shares) to be issued 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:-
    - new shares arising from the conversion or exercise of any convertible securities;
    - 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
    - any subsequent consolidation or subdivision of shares
  - (iii) the 50% limit in sub-paragraph (i) above may be increased to 100% for the Company to undertake pro rata renounceable rights issue; and
  - (iv) 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 except for sub-paragraph (iii) above which will expire on 31 December 2010 or such later date as may be determined by the SGX-ST, whichever is earlier." [See Explanatory Note (i)]
- Proposed Issuance of Shares at a Discount of Up to 20% **[Resolution 7]**  
"THAT:-
  - subject to and conditional upon the passing of Ordinary Resolution 6 above, approval be and is hereby given to the Directors of the Company at any time to allot and issue shares in the capital of the Company (other than on a pro-rata basis to shareholders of the Company) at an issue price of not more than 20% discount to the weighted average price of the Company's shares traded on the SGX-ST for a full market day (as prescribed by the SGX-ST). The Directors shall in their absolute discretion, determine the price of such shares to be allotted and issued; and
  - (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution will expire on 31 December 2010 or such later as may be determined by the SGX-ST or, 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 (ii)]
- Authority to issue shares under the Inno-Pacific Share Option Scheme and the Inno-Pacific 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 Inno-Pacific Share Option Scheme and the Inno-Pacific 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 fifteen per centum (15%) of the total number of the issued shares in the capital of the Company from time to time." [See Explanatory Note (iii)]

### BY ORDER OF THE BOARD

STANLEY CHU KAM PO

Company Secretary

Singapore, 10 April 2010

### EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE PASSED

- The proposed Resolution 6 (i), 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. Resolution 6 (iii), if passed will empower the Director of the Company from the date of this AGM until 31 December 2010, to allot and issue new shares not exceeding 100% 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 (or on 31 December 2010 for pro-rata renounceable rights issue).  
Resolution 6 (iii) is conditional upon the Company:
  - Making periodic announcements on the use of the proceeds as and when the funds are materially disbursed; and
  - providing a status report on the use of the proceeds in the annual report.The 100% renounceable pro-rata rights issue limit is one of the new measures implemented by the SGX-ST as stated in a press release entitled "SGX introduces further measures to facilitate fund raising" dated 19 February 2009 and which became effective on 20 February 2009. It provided the Directors with an opportunity to raise funds and avoid prolonged market exposure by reducing the time taken for shareholders' approval, in the event the need arises. Minority shareholders' interests are mitigated as all shareholders have equal opportunities to participate can dispose their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares.
- The proposed Resolution 7, if passed, will empower the Directors from the date of this AGM to the next AGM to issue shares in the capital of the Company at a discount of up to 20% to its weighted average price as recorded on a full market day. The increase in the discount limit of up to 20% for the issue of shares on a non-pro rata issue basis is effective up to 31 December 2010 pursuant to the measures implemented by SGX-ST in its notification dated 19 February 2009.
- The proposed Resolution 8, if passed, will empower the Directors of the Company, from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (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:

- 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.
- 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.
- A proxy need not be a member of the Company.
- 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.
- 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.

### STATEMENT PURSUANT TO THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

#### Note to Resolution 3

Mr Koay Theam Hock will, upon re-election as a Director of the Company, continue to serve as member of the Audit, Nominating and Remuneration Committees. Mr Koay Theam Hock will be considered independent for the purpose of Rule 704(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited.