



INNO-PACIFIC HOLDINGS LTD
(Company Registration No.: 197301788K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of the Company will be held at the National Library Board, 100 Victoria Street, Level 5 Possibility Room, Singapore 188064 on Friday, 3 April 2009 at 10.00 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 2008 together with the Auditors' Report thereon. [Resolution 1]
- To approve the Directors' Fees of \$60,000/- for the financial year ended 31 December 2008 (2007: \$55,000/-). [Resolution 2]
- To re-elect Mr Ong Kah 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' Moehamad 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 Raffles, 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 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:-
 - the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per cent (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), of which 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 per cent (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);
 - (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:-
 - 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; and
 - 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)]
- Authority to issue renounceable rights up to 100 per centum (100%) of the total number of issued shares in the capital of the Company [Resolution 7]
"That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of SGX-ST, the Directors of the Company be and are hereby authorised to allot and issue shares (or convertible securities as may be allowed by SGX-ST from time to time) in the Company via a renounceable rights issue (or such other manner as may be allowed by SGX-ST from time to time) at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion, deem fit provided that (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100 per centum of the total number of issued shares (excluding treasury shares) at the time of the passing of this Resolution (subject to the application of the Listing Manual and any requirements which the SGX-ST may impose from time to time); (ii) the rights are issued on a pro-rata basis; (iii) and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company." [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, 19 March 2009

EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE PASSED

- The proposed Resolution 6, 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 new shares in the Company. The number of shares which the Directors may issue under this Resolution shall not exceed 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 all 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 Annual General Meeting of the Company.
- The proposed Resolution 7, 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 up to an amount not exceeding in total 100 per centum (up from 50% per centum) of the total number of issued shares excluding treasury shares in the capital of the Company for such purposes as they consider would be in the interests of the Company. This is one of the new measures introduced by SGX-ST, in consultation with the Monetary Authority of Singapore on 20 February 2009 to accelerate and facilitate listed issuer's fund raising efforts and will be in effect until 31 December 2010.

This mandate 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 percentage of the issued share capital is based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent bonus issue, consolidation or subdivision of shares.

This mandate if passed will provide 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 and can dispose their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares.

- 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 Ong Kah Hock will, upon re-election as a Director of the Company, continue to serve as member of the Audit, Nominating and Remuneration Committees. Mr Ong Kah Hock will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.