TRANSPAC INDUSTRIAL HOLDINGS LIMITED

(Registration Number: 199400941K)

Full Year Financial Statement and Dividend Announcement
for the year ended 31 December 2008

THESE FIGURES HAVE BEEN AUDITED.

1(a) An income statement for the Company, together with a comparative statement for the corresponding period of the immediately preceding financial year.

The Company's results are presented below. The consolidation of the Company's results with Group's results (in accordance with Financial Reporting Standard 27) is presented in paragraph ("para") 1(e) to 1(e)(v). The Company is primarily a private equity investment company and investments in subsidiaries are made with the same objective to realize capital gain through disposals just as any other investments made by the Company.

Income Statement
For the financial year ended 31 December 2008

	Company		
	31 Dec 2008 S$'000	31 Dec 2007 S$'000	Increase / (Decrease) %
Revenue			
Proceeds from disposal of investments			
- Quoted equity investments	**1,939**	136,856	(99)
- Unquoted investments	**2,586**	18,687	(86)
	4,525	155,543	(97)
Cost of investments disposed of			
- Quoted equity investments	**(880)**	(5,182)	(83)
- Unquoted investments	**(1,976)**	(27,593)	(93)
	(2,856)	(32,775)	(91)
Net gain on disposal of			
- Quoted equity investments	**1,059**	131,674	(99)
- Unquoted investments	**610**	(8,906)	nm
	1,669	122,768	(99)
Net change in fair value of financial instruments	**(2,163)**	33,470	nm
Reversal of impairment losses/(impairment losses)	**491**	(450)	nm
Net (losses)/gains from investments	**(3)**	155,788	nm
Interest income	**445**	2,704	(84)
Dividends/distributions from unquoted equity investments	**89**	27,947	(100)
Dividends from quoted equity investments	**1,666**	1,540	8
Total investment income	**2,197**	187,979	(99)
Operating expenses	**(4,083)**	(25,474)	(84)
Finance costs	**(458)**	-	nm
(Loss)/profit before income tax	**(2,344)**	162,505	nm
Income tax expense	**(264)**	(29,485)	(99)
(Loss)/profit for the year	**(2,608)**	133,020	nm

nm : Not meaningful

	Company	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Operating expenses :		
Performance incentive fees (Note 1)	**-**	19,024
Investment management fees (Note 2)	**3,422**	5,339
Auditors' remuneration		
- Audit fees		
- Current year	**127**	117
- Underprovision in respect of prior year	**-**	9
- Non-audit fees	**40**	58
Directors' remuneration	**283**	301
Currency exchange loss - net	**-**	578
Others	**211**	48
	4,083	25,474
Finance costs (Note 3) **:**		
- Interest expense on bank loan	**269**	-
- Amortisation of loan transaction costs	**189**	-
	458	-

Notes :

(1) There was no performance incentive fees for the financial year ended 31 December 2008 as there was no increase in the Company's NAV from the prior high NAV.

(2) Investment management fees are payable semi-annually and computed based on NAV. Decline in fees as NAVs used to compute fees were lower compared to that of the prior year.

(3) Finance costs incurred in relation to the one-year term loan entered into on 30 July 2008.

1(b) A balance sheet for the Company, together with a comparative statement as at the end of the immediately preceding financial year.

Balance Sheet as at 31 December 2008

	Company	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Assets		
Current assets		
Cash and cash equivalents	**6,291**	39,334
Other current assets	**3,411**	1,623
Other investment (Note 1)	**12,906**	16,398
	22,608	57,355
Non-current assets		
Investments		
- Available-for-sale (Note 2)	**232,360**	179,319
- At fair value through profit or loss (Note 2)	**-**	82,731
	232,360	262,050
Total assets	**254,968**	319,405
Liabilities		
Current liabilities		
Trade and other payables (Note 3)	**2,288**	17,511
Bank loan (Note 4)	**19,693**	-
Current income tax liabilities (Note 5)	**808**	25,020
Derivative liability (Note 1)	**77**	1,406
	22,866	43,937
Non-current liabilities		
Deferred income tax liabilities (Note 6)	**4,754**	12,081
Total liabilities	**27,620**	56,018
Net assets	**227,348**	263,387
Equity		
Share capital	**51,000**	51,000
Retained earnings	**39,369**	41,977
Capital reserve	**91,473**	91,526
Fair value reserve for available-for-sale investments (Note 2)	**45,506**	78,884
Total equity	**227,348**	263,387

Notes:

(1) In the last financial year ended 31 December 2007, the Company granted a covered call option on 15,183,247 ordinary shares out of its 51,108,025 shares in Hsu Fu Chi International Limited ("HFCL"), in favor of UBS AG Hong Kong at a strike price of US$1.0048 (approximately S$1.45) per share. The call options can be exercised any time on or before 28 December 2009. These option shares are classified as a derivative asset and stated at fair value, based on the underlying investment in HFCL shares, which in turn is based on the market bid price of the shares as at the balance sheet date.

If the call options are not exercised by UBS AG Hong Kong during the option period expiring 28 December 2009, the shares will be returned to the Company. The fair value of the call options as at balance sheet date was estimated using market valuation model that takes into account the terms and conditions under which the call options were granted. The fair values of the derivative asset and the derivative liability are as follows:

	Derivative asset	Derivative liability
	S$'000	S$'000
At 31 December 2007	16,398	(1,406)
Changes in fair value taken to income statement	(3,492)	1,329
At 31 December 2008	12,906	(77)

The changes in the fair values of the derivative asset and derivative liability were recognised in the income statement.

(2) On 1 January 2008, the Company restructured its holdings in investments at fair value through profit or loss such that these investments are now held via a wholly-owned subsidiary of the Company, Little Rock Group Limited, which is classified as available-for-sale investment.

The decrease in fair value of the Company's investments was primarily from the decline in the market value of listed shares in Neo-Neon Holdings Limited and HFCL. This decrease in fair value was recognised in the fair value reserve within equity.

(3) Performance incentive fees payable as at 31 December 2007 were paid during the year ended 31 December 2008.

(4) The Company entered into a one-year term loan for a S$20 million working capital facility to fund operating expenses and acquisitions of new investments. The loan is secured by 35,924,778 HFCL shares; 13,132,540 Neo-Neon Holdings Limited shares; and an assignment of the Company's rights to any proceeds related to HFCL shares from the call option.

(5) The tax provision for 2007 was paid in 2008.

(6) Deferred income tax liability, which arises from fair value gains on available-for-sale investments, computed at corporate tax rate, declined in accordance with the fair value losses on available-for-sale investments recorded for the year ended 31 December 2008.

1(c) A cash flow statement for the Company, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Cash Flow Statement
For the financial year ended 31 December 2008

	Company	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Operating activities		
(Loss)/profit for the year	**(2,608)**	133,020
Adjustments for :		
Interest expense on bank loan	**269**	-
Amortisation of loan transaction costs	**189**	-
Income tax expense	**264**	29,485
Interest income	**(445)**	(2,704)
Dividends/distributions from equity investments	**(1,755)**	(29,487)
Performance incentive fees	**-**	19,024
Net change in fair value of financial instruments	**2,163**	(33,470)
(Reversal of impairment losses)/impairment losses	**(491)**	450
	(2,414)	116,318
Changes in operating assets and liabilities:		
Investments	**(10,524)**	38,676
Other current assets	**(1,026)**	874
Bank deposits not qualifying as cash and cash equivalents	**-**	325
Trade and other payables	**1,455**	(16)
Derivative liability	**-**	1,406
Cash (used in)/generated from operations	**(12,509)**	157,583
Dividends/distributions received from equity investments	**1,755**	29,487
Interest received	**502**	2,733
Performance incentive fees paid	**(16,782)**	(44,424)
Income taxes paid	**(25,295)**	(8,180)
Cash flows from operating activities (Note 1)	**(52,329)**	137,199
Financing activities		
Proceeds from bank loan (net)	**19,504**	-
Interest expense paid	**(165)**	-
Proceeds from placement shares	**-**	7,200
Rights issue expenses paid	**(53)**	-
Capital reduction	**-**	(77,000)
Dividends paid	**-**	(124,960)
Cash flows from financing activities	**19,286**	(194,760)
Net decrease in cash and cash equivalents	**(33,043)**	(57,561)
Cash and cash equivalents at beginning of financial year	**39,334**	96,895
Cash and cash equivalents at end of financial year	**6,291**	39,334

Note :

(1) Cash outflows from operations were greater than inflows for the financial year ended 31 December 2008 as a result of the acquisition of a new investment in a home shopping business in Taiwan and payments of income tax expenses and performance incentive fees in respect of the last financial year ended 31 December 2007.

1(d)(i) A statement for the Company showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Statement of Changes in Equity
For the financial year ended 31 December 2008

COMPANY	Share capital S$'000	Capital reserve S$'000	Fair value reserve S$'000	Retained earnings S$'000	Total S$'000
At 1 January 2008	**51,000**	**91,526**	**78,884**	**41,977**	**263,387**
Fair value losses on available-for-sale investments	**-**	**-**	**(40,705)**	**-**	**(40,705)**
Adjustment to deferred tax liability arising from fair value losses for the year	**-**	**-**	**7,327**	**-**	**7,327**
Net losses recognised directly in equity	**-**	**-**	**(33,378)**	**-**	**(33,378)**
Loss for the year	**-**	**-**	**-**	**(2,608)**	**(2,608)**
Total recognised income and expense for the year	**-**	**-**	**(33,378)**	**(2,608)**	**(35,986)**
Rights issue expenses (Note 1)	**-**	**(53)**	**-**	**-**	**(53)**
At 31 December 2008	**51,000**	**91,473**	**45,506**	**39,369**	**227,348**
At 1 January 2007	120,800	91,526	146,159	33,917	392,402
Fair value losses on available-for-sale investments	-	-	(85,779)	-	(85,779)
Adjustment to deferred tax liability arising from fair value losses for the year	-	-	18,504	-	18,504
Net losses recognised directly in equity	-	-	(67,275)	-	(67,275)
Profit for the year	-	-	-	133,020	133,020
Total recognised income and expense for the year	-	-	(67,275)	133,020	65,745
Proceeds from placement shares	7,200	-	-	-	7,200
Capital reduction	(77,000)	-	-	-	(77,000)
Dividends for 2006	-	-	-	(32,560)	(32,560)
Dividends for 2007	-	-	-	(92,400)	(92,400)
At 31 December 2007	51,000	91,526	78,884	41,977	263,387

Note :

(1) Rights issue expenses of approximately S$53,000 incurred in relation to the Company's proposed renounceable non-underwritten rights issue [see para 1d(ii)] during the financial year have been directly deducted against the capital reserve.

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no changes in the Company's issued share capital since the end of the previous period reported on.

There were no outstanding share options as at the end of the current financial year reported on.

On 12 December 2008, the Company announced its proposal to undertake a renounceable non-underwritten rights issue of up to 29,333,334 new ordinary shares in the capital of the Company ("Rights Shares") at an issue price of $1.00 each, with up to 58,666,668 free detachable warrants ("Warrants"), each carrying the right to subscribe for 1 new ordinary share in the capital of the Company ("New Share") at an exercise price of $1.00 and as adjusted for any share consolidation or sub-division for each New Share, on the basis of 1 Rights Share for every 3 existing ordinary shares in the capital of the Company. There will be 2 Warrants with every Rights Share subscribed. In respect of the 2 Warrants, 1 Warrant will carry the right to subscribe for 1 New Share at the exercise price of $1.00 during the period commencing on and including the date of issue and expiring on the date immediately preceding the first anniversary of the date of issue of the Warrants, and the other Warrant will carry the right to subscribe for 1 New Share at the exercise price of $1.00 during the period commencing on and including the date of issue and expiring on the date immediately preceding the third anniversary of the date of issue of the Warrants. As at 31 December 2008, the rights issue has yet to be completed.

1(d)(iii) Total number of issued shares excluding treasury shares as at end of the current financial period and as at the end of the immediately preceding financial year.

The Company did not have any treasury shares as at end of the current period reported on and as at the end of the immediately preceding financial year.

	31 Dec 2008	**31 Dec 2007**
Total number of issued shares	88,000,004	88,000,004

1(d)(iv) A statement showing all sales, transfer, disposal, cancellation and/or use of treasury shares as at end of the current financial period reported on.

Not applicable.

1(e) The consolidation of the Company's results with Group's results (in accordance with Financial Reporting Standard 27) is presented in para 1(e) to 1(e)(v). The Company is primarily a private equity investment company and investment in subsidiaries are made with the same objective to realize capital gain through disposals just as any other investments made by the Company.

The consolidated financial information follows in 1(e)(i) through 1(e)(v).

1(e)(i) Income Statement
For the financial year ended 31 December 2008

	Group		
	31 Dec 2008 S$'000	31 Dec 2007 S$'000	Increase / (Decrease) %
Revenue (Note 1)	**129,693**	102,506	27
Cost of sales (Note 1)	**(73,303)**	(55,748)	31
Gross profit (Note 1)	**56,390**	46,758	21
Net (losses)/gains from investments (Note 2)	**(9,876)**	179,408	nm
Interest income	**1,227**	3,150	(61)
Dividends/distributions from unquoted investments	**93**	4,293	(98)
Dividends from quoted equity investments	**1,716**	1,573	9
Other operating income	**1,021**	1,911	(47)
Distribution expenses (Note 3)	**(24,460)**	(20,469)	19
Administrative expenses	**(12,041)**	(11,781)	2
Other operating expenses (Note 4)	**(5,459)**	(26,253)	(79)
Finance costs (Note 5)	**(458)**	-	nm
Profit before income tax	**8,153**	178,590	(95)
Income tax expense	**(4,748)**	(32,307)	(85)
Profit for the year	**3,405**	146,283	(98)
Attributable to:			
Equity holders of the Company	**(1,387)**	142,326	nm
Minority interest	**4,792**	3,957	21

Expenses include the following:

	Group	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Performance incentive fees (Note 4)	**-**	19,024
Depreciation of property, plant and equipment	**3,152**	2,718
Allowance for impairment of receivables	**-**	33
Amortisation of intangible assets	**263**	255
Loss on disposal of property, plant and equipment	**263**	817
Finance costs (Note 5) :		
- Interest expense on bank loan	**269**	-
- Amortisation of loan transaction costs	**189**	-
Currency exchange loss - net	**364**	725

nm : Not meaningful

Notes :

See para 8 for Company level discussion of results.

(1) Revenue of S$129.69 million for the Group represents turnover from the Company’s subsidiaries, Foodstar Group, which produces and sells soy sauce and other condiments. Sales for the year ended 31 December 2008 were up 27% overall with contribution to the increase attributable mainly to sales in the Fujian and Guangdong provinces.

(2) At the Company level, all its investments are available-for-sale investments as at 31 December 2008 and changes in fair value are included in the fair value reserve rather than through profit and loss.

The net loss on investments on the Group basis of S$9.876 million consisted of:

- the net loss from investments of S$0.003 million arising at the Company level [as described in para 8(a)];

- a net gain on disposal of investments of S$0.779 million from consolidated entities; and

- a net loss of S$10.652 million arising mainly from the fair value through profit or loss investments held at the Group level. This fair value loss resulted from a decrease in the market value of the listed shares (mainly AEM Holdings Ltd and Hsu Fu Chi International Limited) as well as currency translation and fair value losses of other unquoted investments.

(3) Increase in distribution expenses was attributable to Foodstar Group as a result of the expansion of its sales team and increase in transportation costs to meet the growth in sales volume.

(4) There was no performance incentive fees for the financial year ended 31 December 2008 as there was no increase in the Company’s NAV from the prior high NAV.

(5) Finance costs incurred in relation to the one-year term loan entered into on 30 July 2008.

1(e)(ii) Balance Sheet as at 31 December 2008

	Group	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Assets		
Current assets		
Cash and cash equivalents	**45,048**	77,670
Trade and other receivables (Note 1)	**7,648**	3,262
Inventories (Note 2)	**17,515**	10,833
Other current assets	**4,707**	2,526
Other investment (Note 3)	**12,906**	16,398
	87,824	110,689
Non-current assets		
Investments		
- Available-for-sale (Note 4)	**96,292**	108,116
- At fair value through profit or loss (Note 4)	**65,166**	82,731
	161,458	190,847
Property, plant and equipment (Note 5)	**55,182**	39,283
Intangible assets	**2,261**	2,404
Deferred income tax assets	**2,713**	1,416
	221,614	233,950
Total assets	**309,438**	344,639
Liabilities		
Current liabilities		
Trade and other payables (Note 6)	**25,904**	33,921
Bank loan (Note 7)	**19,693**	-
Current income tax liabilities (Note 8)	**2,256**	25,968
Derivative liability (Note 3)	**77**	1,406
	47,930	61,295
Non-current liabilities		
Deferred income tax liabilities (Note 9)	**5,166**	12,081
Total liabilities	**53,096**	73,376
Net assets	**256,342**	271,263
Equity attributable to equity holders of the Company		
Share capital	**51,000**	51,000
Reserves (Note 4)	**122,923**	141,998
Retained earnings	**52,821**	54,811
	226,744	247,809
Minority interest	**29,598**	23,454
Total equity	**256,342**	271,263

Notes:

(1) Trade and other receivables increase was mainly due to prepayment of land-use rights for the Foodstar Group.

(2) Inventories increase in Foodstar Group was mainly due to increase in production capacity to cater for the higher forecasted sales coupled with the stock up of raw materials.

(3) In the last financial year ended 31 December 2007, the Company granted a covered call option on 15,183,247 ordinary shares out of its 51,108,025 shares in Hsu Fu Chi International Limited ("HFCL"), in favor of UBS AG Hong Kong at a strike price of US$1.0048 (approximately S$1.45) per share. The call options can be exercised any time on or before 28 December 2009. These option shares are classified as a derivative asset and stated at fair value, based on the underlying investment in HFCL shares, which in turn is based on the market bid price of the shares as at the balance sheet date.

If the call options are not exercised by UBS AG Hong Kong during the option period expiring 28 December 2009, the shares will be returned to the Company. The fair value of the call options as at balance sheet date was estimated using market valuation model that takes into account the terms and conditions under which the call options were granted. The fair values of the derivative asset and the derivative liability are as follows:

	Derivative asset	Derivative liability
	S$'000	S$'000
At 31 December 2007	16,398	(1,406)
Changes in fair value taken to income statement	(3,492)	1,329
At 31 December 2008	12,906	(77)

The changes in the fair values of the derivative asset and derivative liability were recognised in the income statement.

(4) On 1 January 2008, the Company restructured its holdings in investments at fair value through profit or loss such that these investments are now held via a wholly-owned subsidiary of the Company, Little Rock Group Limited, which is classified as available-for-sale investment.

The decrease in fair value of the Group's investments was primarily from the decline in the market value of listed shares in Neo-Neon Holdings Limited and HFCL. This decrease in fair value relating to available-for-sale investments and investments at fair value through profit or loss was recognised in the fair value reserve within equity and income statement respectively.

(5) Increase due primarily to the acquisition of office building in Guangzhou by the Foodstar Group.

(6) Performance incentive fees payable as at 31 December 2007 were paid during the year ended 31 December 2008.

(7) The Company entered into a one-year term loan for a S$20 million working capital facility to fund operating expenses and acquisitions of new investments. The loan is secured by 35,924,778 HFCL shares, 13,132,540 Neo-Neon Holdings Limited shares and an assignment of the Company's rights to any proceeds related to HFCL shares from the call option.

(8) The tax provision for 2007 was paid in 2008.

(9) Deferred income tax liability, which arises primarily from fair value gains on available-for-sale investments, computed at corporate tax rate, declined in accordance with the fair value losses on available-for-sale investments recorded for the year ended 31 December 2008.

1(e)(iii) Aggregate amount of Group's borrowing and debt securities.

Amount payable in one year or less, or on demand

As at 31/12/2008	**As at 31/12/2008**	As at 31/12/2007	As at 31/12/2007
Secured (S$'000)	**Unsecured (S$'000)**	Secured (S$'000)	Unsecured (S$'000)
19,693	**-**	-	-

Amount payable after one year

As at 31/12/2008	**As at 31/12/2008**	As at 31/12/2007	As at 31/12/2007
Secured (S$'000)	**Unsecured (S$'000)**	Secured (S$'000)	Unsecured (S$'000)
-	**-**	-	-

Details of collateral

The Company's one-year term loan is secured by shares of Hsu Fu Chi International Limited ("HFCL") and Neo-Neon Holdings Limited with a total carrying amount of S$34,215,000 and an assignment of the Company's rights to any proceeds related to HFCL shares from the call option issued to UBS AG Hong Kong.

In 2007, properties with net book value of S$8,210,000 were pledged by Foodstar Group, one of the Group's consolidated subsidiaries, as security for future credit facilities up to the amount of S$5,586,000. This pledge was released on 6 October 2008 as the Foodstar Group had decided not to renew the credit facilities.

1(e)(iv) Cash Flow Statement
For the financial year ended 31 December 2008

	Group	
	31 Dec 2008 S$'000	31 Dec 2007 S$'000
Operating activities		
Profit for the year	**3,405**	146,283
Adjustments for:		
Interest expense on bank loan	**269**	-
Amortisation of loan transaction costs	**189**	-
Income tax expense	**4,748**	32,307
Amortisation and depreciation	**3,415**	2,973
Interest income	**(1,227)**	(3,150)
Dividends/distributions from equity investments	**(1,809)**	(5,866)
Loss on disposal of property, plant and equipment	**263**	817
(Write-back of impairment)/impairment of property, plant and equipment	**(78)**	399
Reversal of inventory write-down and reversal of allowance for impairment of receivables	**-**	(57)
Write-down of inventory and allowance for impairment of receivables	**412**	226
Performance incentive fees	**-**	19,024
Net change in fair value of financial instruments	**12,788**	(33,470)
(Reversal of impairment losses)/impairment losses	**(503)**	491
	21,872	159,977
Changes in operating assets and liabilities		
Investments	**(10,889)**	38,051
Inventories	**(6,377)**	(1,850)
Trade and other receivables and other current assets	**(2,996)**	4,744
Bank deposits not qualifying as cash and cash equivalents	**-**	325
Trade and other payables	**7,644**	456
Derivative liability	**-**	1,406
Cash generated from operations	**9,254**	203,109
Dividends/distributions received from equity investments	**1,809**	5,866
Net interest received	**1,284**	3,179
Performance incentive fees paid	**(16,782)**	(44,424)
Income taxes paid (including tax recoverable)	**(30,129)**	(10,396)
Cash flow from operating activities (Note 1)	**(34,564)**	157,334
Investing activities		
Purchase of property, plant and equipment	**(17,008)**	(6,658)
Proceeds from disposal of property, plant and equipment	**172**	162
Refund for pre-operating expenses	**-**	52
Prepayments of land-use rights	**(2,484)**	-
Cash flow from investing activities	**(19,320)**	(6,444)
Financing activities		
Proceeds from bank loan (net)	**19,504**	-
Interest expense paid	**(165)**	-
Proceeds from placement shares	**-**	7,200
Rights issue expenses paid	**(53)**	-
Capital reduction	**-**	(77,000)
Dividends paid	**-**	(124,960)
Cash flow from financing activities	**19,286**	(194,760)
Net decrease in cash and cash equivalents	**(34,598)**	(43,870)
Cash and cash equivalents at beginning of financial year	**77,670**	121,277
Currency translation adjustment	**1,976**	263
Cash and cash equivalents at end of financial year	**45,048**	77,670

Note :

(1) On the Group basis, it was a net cash outflow of S$34.56 million from the operating activities. The Foodstar Group generated a net cash inflow of S$17.77 million and the Company generated a net cash outflow of S$52.33 million as explained in Note (1) of para 1(c).

1(e)(v) Statement of Changes in Equity For the financial year ended 31 December 2008

GROUP

	Share capital S$'000	Foreign currency translation reserves S$'000	Capital and other reserves S$'000	Fair value reserve S$'000	Retained earnings S$'000	Total attributable to equity holders of the Company S$'000	Minority interest S$'000	Total S$'000
At 1 January 2008	**51,000**	**204**	**92,741**	**49,053**	**54,811**	**247,809**	**23,454**	**271,263**
Fair value losses on available-for-sale investments	-	-	-	**(30,156)**	-	**(30,156)**	-	**(30,156)**
Adjustment to deferred tax liability arising from fair value losses for the year	-	-	-	**7,327**	-	**7,327**	-	**7,327**
Currency translation differences	-	**3,204**	-	-	-	**3,204**	**1,352**	**4,556**
Net gains/(losses) recognised directly in equity	-	**3,204**	-	**(22,829)**	-	**(19,625)**	**1,352**	**(18,273)**
(Loss)/profit for the year	-	-	-	-	**(1,387)**	**(1,387)**	**4,792**	**3,405**
Total recognised income and expense for the year	-	**3,204**	-	**(22,829)**	**(1,387)**	**(21,012)**	**6,144**	**(14,868)**
Transfer from retained earnings	-	-	**603**	-	**(603)**	-	-	-
Rights issue expenses (Note 1)	-	-	**(53)**	-	-	**(53)**	-	**(53)**
At 31 December 2008	**51,000**	**3,408**	**93,291**	**26,224**	**52,821**	**226,744**	**29,598**	**256,342**
At 1 January 2007	120,800	(274)	92,708	117,140	37,478	367,852	37,136	404,988
Fair value losses on available-for-sale investments	-	-	-	(86,591)	-	(86,591)	-	(86,591)
Adjustment to deferred tax liability arising from fair value losses for the year	-	-	-	18,504	-	18,504	-	18,504
Currency translation differences	-	478	-	-	-	478	202	680
Net gains/(losses) recognised directly in equity	-	478	-	(68,087)	-	(67,609)	202	(67,407)
Profit for the year	-	-	-	-	142,326	142,326	3,957	146,283
Total recognised income and expense for the year	-	478	-	(68,087)	142,326	74,717	4,159	78,876
Acquisition from minority shareholders in a subsidiary	-	-	-	-	-	-	(416)	(416)
Disposal of a subsidiary	-	-	-	-	-	-	(17,425)	(17,425)
Transfer from retained earnings	-	-	33	-	(33)	-	-	-
Proceeds from placement shares	7,200	-	-	-	-	7,200	-	7,200
Capital reduction	(77,000)	-	-	-	-	(77,000)	-	(77,000)
Dividends for 2006	-	-	-	-	(32,560)	(32,560)	-	(32,560)
Dividends for 2007	-	-	-	-	(92,400)	(92,400)	-	(92,400)
At 31 December 2007	51,000	204	92,741	49,053	54,811	247,809	23,454	271,263

Note :

(1) Rights issue expenses of approximately S$53,000 incurred in relation to the Company's proposed renounceable non-underwritten rights issue [see para 1d(ii)] during the financial year have been directly deducted against the capital reserve.

(2) Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have been audited in accordance with Singapore Standards on Auditing.

(3) Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

The auditors' report is appended at the end of the Announcement.

(4) Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group and the Company have applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting year as compared with the audited financial statements as at 31 December 2007.

(5) If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Not applicable.

(6) Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

(Loss)/earnings per ordinary share
For the financial year ended 31 December 2008

	Company	
	31 Dec 2008	31 Dec 2007
(Loss)/earnings per ordinary share of the Company after deducting any provisions for preference dividends:		
(a) Based on the weighted average number of ordinary shares on issue; and	**(2.96) cts**	151.16 cts
(b) On a fully diluted basis	**(2.96) cts**	151.16 cts

	Group	
	31 Dec 2008	31 Dec 2007
(Loss)/earnings per ordinary share of the Group after deducting any provisions for preference dividends:		
(a) Based on the weighted average number of ordinary shares on issue; and	**(1.58) cts**	161.73 cts
(b) On a fully diluted basis	**(1.58) cts**	161.73 cts

7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-

(a) current financial period reported on; and
(b) immediately preceding financial year.

Net asset value per ordinary share
As at 31 December 2008

	Company	
	31 Dec 2008	31 Dec 2007
	S$	S$
Net asset value per ordinary share based on issued share capital	**2.58**	2.99

	Group	
	31 Dec 2008	31 Dec 2007
	S$	S$
Net asset value per ordinary share based on issued share capital	**2.55**	2.79

8. A review of the performance of the Company, to the extent necessary for a reasonable understanding of the Company's business. It must include a discussion of the following:

(a) any significant factors that affected the turnover, costs, and earnings of the Company for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the Company during the current financial period reported on.

(a) The Company's income is primarily derived from the realisation and/or revaluation of investments.

For the financial year ended 31 December 2008, the Company reported a net loss after tax of S$2.608 million compared to a net profit after tax of S$133.02 million for the financial year ended 31 December 2007. The net loss after tax for the financial year ended 31 December 2008 of S$2.608 million resulted from total investment income of S$2.197 million; operating expenses of S$4.083 million; finance costs of S$0.458 million and income tax expense of S$0.264 million. The components of the investment income for the financial year ended 31 December 2008 is explained below.

For the financial year ended 31 December 2007, the Company reported a net profit after tax of S$133.02 million. The net profit after tax for the financial year ended 2007 of S$133.02 million resulted from total investment income of S$187.98 million offset by operating expenses of S$25.47 million and tax expense of S$29.49 million.

Investment income review for the financial year ended 31 December 2008:

Total investment income of S$2.197 million consisted of:

- net loss from investments of S$0.003 million (described below);
- interest income of S$0.445 million;
- dividends from quoted investments of S$1.666 million were received mainly from Hsu Fu Chi International Limited of S$1.341 million and S$0.325 million from 3D-GOLD Jewellery Holdings Limited (formerly known as Hang Fung Gold Technology Limited), Neo-Neon Holdings Limited and Subtron Technology Corporation Ltd; and
- dividends and distributions from unquoted investments of S$0.089 million received from ACE International (BVI) Ltd and Transpac Equity Investment Trust.

The net loss from investments of S$0.003 million resulted from:

- a net gain on disposal of quoted and unquoted investments of S$1.67 million that comprised:
  - o S$1.09 million and S$1.06 million gains from divestments of More Wealth Investments Limited and 3D-GOLD Jewellery Holdings Limited respectively;
  - o S$0.03 million recovery proceeds from previously written off investments in Dahe Holding Pte Ltd and Thai Stainless Steel Co., Ltd ;
  - o S$1.08 million additional proceeds receivable from Sino Automative Parts Limited that was divested in 2006; and
  - o S$1.10 million; S$0.25 million; S$0.22 million and S$0.02 million losses from divestments of P.T. Bukaka Teknik Utama; Greenwood International Investments Limited; Ikon Technologies Corporation and Fitlady Company Limited respectively before consideration of the reversal of impairment loss.

- a net unfavorable change in fair value of S$2.163 million in respect of the covered call options granted to UBS AG relating to the shares held in Hsu Fu Chi International Limited.

- an impairment loss of S$1.28 million arising from the investments in 3D-Gold Jewellery Holdings Limited (S$0.74 million), Kinma Holdings Sdn Bhd (S$0.45 million) and Pharmstar Limited (S$0.09 million).

- a write back of the impairment losses of S$1.77 million previously recognised on the disposals of P.T. Bukaka Teknik Utama (S$1.10 million); Greenwood International Investments Limited (S$0.27 million); Ikon Technologies Corporation (S$0.26 million) and Fitlady Company Limited (S$0.14 million).

(b) The Company's net asset value for the financial year ended 31 December 2008 decreased to S$227.348 million from S$263.387 million as of 31 December 2007 as a result of the loss for the year of S$2.608 million (detailed above); rights issue expenses deducted from capital reserve of S$0.053 million and a net decrease in fair value reserve for available-for-sale investments of S$33.378 million. The decrease in the fair value reserve resulted primarily from the decline in market value of listed shares (mainly Neo-Neon Holdings Limited and Hsu Fu Chi International Limited) as well as the decline in fair value of certain unquoted investments.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

No forecast or a prospect statement has been previously made.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Company operates and any known factors or events that may affect the Company in the next reporting period and the next 12 months.

The deterioration of global and regional businesses and market conditions continue to impact the value and performance of the Company's investment portfolio. It is not expected that their values could recover to their historical peak within the next 12 months, or significant divestment opportunities could surface. The Company is completing a rights issue to reduce debt and capitalise on investment opportunities the current economic climate brings.

11. Dividend

(a) Current financial period reported on

Any dividend declared for the current financial period reported on? No

(b) Corresponding period of the immediately preceding financial year

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

Name of dividend	First Interim	Second Interim
Dividend type	Cash	Cash
Dividend amount per ordinary share	55 cents	50 cents
Tax rate	Exempt (one-tier)	Exempt (one-tier)
Date paid	26 June 2007	6 September 2007

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared for the financial year ended 31 December 2008.

13. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

For purposes of the form of this announcement, at 31 December 2008, the Group is organised into two segments:

- Venture capital – to invest, for capital appreciation, in equity securities of growing private companies located in Asia including, principally, China/Hong Kong SAR, Taiwan, Singapore, Malaysia, Thailand and Indonesia.
- Manufacture, sale and distribution of food products in China/Hong Kong SAR for the Company's subsidiaries, Foodstar Group.

Primary segment – business segments

	Venture capital S$'000	**Manufacture, sale and distribution of food products S$'000**	**Total S$'000**
Group			
Financial year ended 31 December 2008			
Revenue			
- Sale of goods	-	129,693	129,693
- Interest income	445	782	1,227
- Investment expense	(8,067)	-	(8,067)
- Other income	-	1,021	1,021
	(7,622)	131,496	123,874
(Loss)/profit before tax	(12,476)	20,629	8,153
Income tax expense			(4,748)
Profit for the year			3,405
Minority interest			(4,792)
Loss attributable to equity holders of the Company			(1,387)
Segment assets	183,419	122,487	305,906
Unallocated assets			3,532
Total assets			309,438
Segment liabilities	22,058	23,616	45,674
Unallocated liabilities			7,422
Total liabilities			53,096
Other segment items			
Capital expenditure for the year	-	(17,008)	(17,008)
Depreciation of property, plant and equipment	-	(3,152)	(3,152)
Writeback of impairment of property, plant and equipment	-	78	78
Amortisation of intangible assets	-	(263)	(263)
Net change in fair value of financial instruments	(12,788)	-	(12,788)
Reversal of impairment losses	503	-	503

	Venture capital S$'000	Manufacture, sale and distribution of food products S$'000	Total S$'000
Group			
Financial year ended 31 December 2007			
Revenue			
- Sale of goods	-	102,506	102,506
- Interest income	2,743	407	3,150
- Investment income	185,274	-	185,274
- Other income	-	1,911	1,911
	188,017	104,824	292,841
Profit before tax	162,438	16,152	178,590
Income tax expense			(32,307)
Profit for the year			146,283
Minority interest			(3,957)
Profit attributable to equity holders of the Company			142,326
Segment assets	248,258	94,965	343,223
Unallocated assets			1,416
Total assets			344,639
Segment liabilities	18,917	16,411	35,328
Unallocated liabilities			38,048
Total liabilities			73,376
Other segment items			
Capital expenditure for the year	-	(6,658)	(6,658)
Depreciation of property, plant and equipment	-	(2,718)	(2,718)
Impairment of property, plant and equipment	-	(399)	(399)
Amortisation of intangible assets	-	(255)	(255)
Net change in fair value of financial instruments	33,470	-	33,470
Impairment losses	(491)	-	(491)

Secondary segment – geographical segments

	Segment revenue		*Segment assets*	
	2008 S$'000	**2007 S$'000**	**2008 S$'000**	**2007 S$'000**
Group				
China/Hong Kong SAR	134,261	271,492	195,854	210,747
Indonesia	82	1,393	-	-
Malaysia	(480)	-	-	528
Taiwan	297	(16)	25,346	2,398
Thailand	10	8	-	-
Singapore	155	4,997	37,718	63,111
USA	-	187	-	-
British Virgin Islands	(10,451)	14,780	46,988	66,439
	123,874	292,841	305,906	343,223

In the above table, the British Virgin Islands geographical segment includes investments in other funds which hold numerous investments in various countries.

China/Hong Kong SAR - The areas of operation are mainly investment holding and the manufacture, sale and distribution of food products. Capital expenditure during the financial year for this segment amounted to S$17,008,000 (2007: S$6,658,000).

Other countries – The assets in each country consist principally of investments. Corresponding revenues represent investment income, which comprise proceeds on disposal of investments (less cost of investments), net change in fair value of financial instruments, impairment losses (net), dividend income and interest income.

With the exception of China/Hong Kong SAR, no other individual country contributed more than 10% of segment revenues, and except for China/Hong Kong SAR, Singapore and British Virgin Islands, no other individual country contributed more than 10% of segment assets.

14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

The Company is a venture capital investment company based in Singapore. Income is derived from the sale or revaluation of investments (rather than recurring profits) located in various countries. Accordingly, revenue by geographical segment varies from one reporting period to another.

Additionally, as noted in para 10, the Company continues to prepare its portfolio for divestment but the deteriorating market conditions will impact on the timing as well as ability to exit from the private equity investments.

15. A breakdown of revenue

	Company		
	31 Dec 2008 S$'000	31 Dec 2007 S$'000	Increase / (Decrease) %
(a) Gain on disposal of investments reported for first half year	**1,272**	110,819	(99)
(b) Net (loss)/profit after tax reported for first half year	**(612)**	80,389	nm
(c) (Loss)/profit on disposal of investments reported for second half year	**(1,275)**	44,969	nm
(d) Net (loss)/profit after tax reported for second half year	**(1,996)**	52,631	nm

	Group		
	31 Dec 2008 S$'000	31 Dec 2007 S$'000	Increase / (Decrease) %
(a) Group revenue reported for first half year	**58,176**	183,648	(68)
(b) Group operating profit after tax before deducting minority interest reported for first half year	**3,841**	86,146	(96)
(c) Group revenue reported for second half year	**65,698**	109,193	(40)
(d) Group operating (loss)/profit after tax before deducting minority interest reported for second half year	**(436)**	60,137	nm

nm: Not meaningful

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

Total annual dividend

	Latest full year 2008 S$'000	Previous full year 2007 S$'000
Ordinary		
- Interim	-	92,400
- Final	-	-
	-	92,400

17. Interested persons transactions

The following transactions took place between the Group and interested parties during the financial year ended 31 December 2008 :

Name of interested person	**Aggregate value of all interested party transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 in the listing manual of SGX-ST)**	**Aggregate value of all interested party transactions conducted under shareholders' mandate pursuant to Rule 920 in the listing manual of SGX-ST (excluding transactions less than $100,000)**
1. Power Hope Limited 2. Transpac Investments Limited	The Group together with Power Hope Limited, a 100% owned subsidiary of certain funds managed by Argyle Street Management Limited ("Argyle"), and Transpac Investments Limited (an affiliate of the Investment Manager for the Company), made a joint investment of approximately S$146.63 million in a home shopping business in Taiwan. The Group's stake in this investment is approximately S$28.75 million.	Nil

BY ORDER OF THE BOARD

Tham Shook Han
Company Secretary
24/02/2009

KPMG

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Independent auditors' report

Members of the Company
Transpac Industrial Holdings Limited

We have audited the accompanying financial statements of Transpac Industrial Holdings Limited (the Company) which comprise the balance sheet as at 31 December 2008, the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 7 to 48.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards. This responsibility includes:

(a) devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets;

(b) selecting and applying appropriate accounting policies; and

(c) making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion:

(a) the financial statements of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Company as at 31 December 2008 and the results, changes in equity and cash flows for the year ended on that date; and

(b) the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

KPMG LLP

KPMG LLP
Public Accountants and
Certified Public Accountants

Singapore
24 February 2009

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Independent auditors' report

Members of the Company
Transpac Industrial Holdings Limited and its Subsidiaries

We have audited the accompanying financial statements of Transpac Industrial Holdings Limited and its subsidiaries (the Group), which comprise the balance sheet of the Group as at 31 December 2008, the income statement, statement of changes in equity and cash flow statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 51 to 86.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards. This responsibility includes:

(a) devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets;

(b) selecting and applying appropriate accounting policies; and

(c) making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion:

(a) the consolidated financial statements of the Group are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group as at 31 December 2008 and the results, changes in equity and cash flows of the Group for the year ended on that date; and

(b) the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

KPMG LLP

KPMG LLP
Public Accountants and
Certified Public Accountants

Singapore
24 February 2009