

## TRANSPAC INDUSTRIAL HOLDINGS LIMITED

("TIH" or the "Company")

*Incorporated in the Republic of Singapore  
Company Registration Number: 199400941K*

### SALE OF FOODSTAR HOLDINGS PTE LTD

The Company is pleased to announce that on 18th June 2010 in New York, Transpac Nominees Pte Ltd, Transpac Capital Pte Ltd (the Investment Manager of the Company) and the Company (collectively the "**Sellers**") have signed a conditional stock purchase agreement ("**Stock Purchase Agreement**") with Heinz China Investment Company ("**Buyer**") as purchaser and H. J. Heinz Company as the Buyer's parent company for the sale and purchase of all of the issued shares representing the entire share capital of Foodstar Holdings Pte Ltd ("**Foodstar**"), owned 100% by Funds under the management of Transpac Capital Pte Ltd (the "**Transpac Funds**"), of which 70.32% is owned by the Company.

Under the Stock Purchase Agreement, the cash consideration payable by the Buyer on closing under the Stock Purchase Agreement ("**Closing**") is approximately US\$165 million, subject to potential earn-out payments in the future. This is agreed on a willing buyer willing seller basis.

The Company will provide the Shareholders with an update after Closing to inform Shareholders of the financial impact of the transaction on the Company.

The Company is entitled to receive the sum of approximately US\$116 million (before expenses related to sale) arising from its 70.32% direct interest in Foodstar. The sum of US\$116 million represents 63.52% of the Company's market capitalization of approximately S\$255 million as at the date hereof (based on the last traded price of S\$1.46 per share on the SGX-ST and an issued capital comprising approximately 175 million shares) on 21 June 2010.

Under the Stock Purchase Agreement, there are provisions for the Sellers to enjoy earn-out payments subsequent to Closing based on certain performance criteria and subject to the terms and conditions of the Stock Purchase Agreement. The earn-out payments under the Stock Purchase Agreement could be material to the Sellers in the context of the amount of cash consideration payable by the Buyer on Closing. However, there is no certainty that the Sellers (including the Company) will be entitled to any earn-out under the Stock Purchase Agreement, especially taking into account that the Sellers will cease to have any management and control of Foodstar after Closing. As and when the Company is in a position to advise Shareholders on the potential earn-out payments that the Company would be entitled to receive under the Stock Purchase Agreement, the Company will provide updates of the same.

The obligations of Buyer and Sellers to consummate the Closing are subject to the satisfaction of Closing conditions, including the following:

Clearance from the Ministry of Commerce of the People's Republic of China, to the extent that an anti-trust filing is required by the Anti-Monopoly Law of the People's Republic of China ("**PRC**").

There being no applicable laws that prohibit Closing and all actions and approvals (including regulatory actions and approvals) by or in respect of or filings with any Singapore or PRC governmental authority that are required to permit the consummation of Closing being taken, made or obtained.

Shareholders should also note that the Company have given certain representations and warranties to the Buyer under the Stock Purchase Agreement. If the Company were to incur any liability to the Buyer under such representations and warranties, this could also adversely affect the proceeds and future earn-out payments that the Company is entitled to receive from the Buyer under the Stock Purchase Agreement.

Being a venture capital investment company that provides venture capital to private companies, the Company's income is primarily derived from the realization and/or revaluation of investments. The Company's direct interest in Foodstar, held directly and through its wholly owned subsidiary, Little Rock Group Limited, is classified in its latest audited financial statements for the financial year ended 31 December 2009 as investments-available-for-sale.

The Company has also an economic interest of approximately 11.09% in the share capital of Foodstar arising from the Company's investments in other Transpac Funds that have interests in Foodstar. The Company acquired interests in these other Transpac Funds through secondary purchases from investors who had wanted to exit from these funds. These funds also hold investments in companies other than Foodstar. The Company shall provide an update as and when these Funds distribute the proceeds from the sale of Foodstar.

Transpac Capital Pte Ltd, the Investment Manager of the Company and Manager of various Transpac Funds, established Foodstar in 1996 as a branded food business platform. It is a seasoning and condiments company incorporated in Singapore with operations and markets in China and manufactures soya sauce and fermented bean curd in 4 manufacturing sites in Guangdong and Jiangsu province. It is also building a new factory in Shanghai which is expected to start production before the end of the year.

None of the Company's Directors or substantial shareholders has any interest, direct or indirect, in the abovementioned transaction.

The sale of the Company's investment in Foodstar referred to above is made in the Company's ordinary course of business and is not subject to the requirements of Rule 1014 of the SGX-ST Listing Manual.

**BY ORDER OF THE BOARD**

Tham Shook Han  
Company Secretary  
21 June 2010