



INTERNATIONAL PRESS SOFTCOM LIMITED
(Incorporated in the Republic of Singapore)
(Company Reg. No. 197201169E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of **INTERNATIONAL PRESS SOFTCOM LIMITED** (the “Company”) will be held at 26 Kallang Avenue, Conference Room, Level 2 **INTERNATIONAL PRESS BUILDING**, Singapore 339417 on Thursday, 26 April 2018 at 9.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
- To approve the payment of Directors’ fees of S\$265,000 for the financial year ended 31 December 2017 (2016: S\$265,000). **Resolution 2**
- To re-elect Mr. Woo Khai Chong who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (i)**] **Resolution 3**
- To re-elect Mr. Low Song Take who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (ii)**] **Resolution 4**
- To re-elect Mr. Loh Yih who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (iii)**] **Resolution 5**
- To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
- To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:-

- Authority to allot and issue shares (“Share Issue Mandate”)** **Resolution 7**

“THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“Companies Act”) and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Section B: Rules of Catalyst (“Catalist Rules”), the Directors of the Company be authorised and empowered to:-

 - (i) allot and issue shares in capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

 - the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2)), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2));
 - (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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution, after adjusting for:-
 - new Shares arising from the conversion or exercise of Instruments or any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
 - unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. [See **Explanatory Note (iv)**]

BY ORDER OF THE BOARD

TEH ENG CHAI
Company Secretary
Date: 11 April 2018
Singapore

Explanatory Notes:

- If re-elected under Resolution 3, Mr. Woo Khai Chong will remain as a Vice Chairman of the Company. Mr. Woo Khai Chong is the brother of Mr. Woo Khai San, the Executive Director of the Group. Mr. Woo Khai Chong has a direct interest in 14,770,800 Shares (or 3.36%) and is deemed interested in 286,839,480 Shares (or 65.31%) held by International Press Holdings Pte. Ltd. and its subsidiaries. Further information on Mr. Woo Khai Chong can be found under “Board of Directors” and “Corporate Governance” in the Annual Report. Information on Mr. Woo Khai Chong can be found on page 26 of the Annual Report. Save as disclosed, Mr. Woo Khai Chong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders.
- If re-elected under Resolution 4, Mr. Low Song Take will remain as an Executive Director of the Board of Directors and a member of the Nominating Committee. Mr. Low Song Take is the father of Mr. Low Ka Choon Kevin, the Managing Director / CEO of the Group. Mr. Low Song Take has a direct interest in 29,541,000 Shares (or 6.73%) and is deemed interested in 286,839,480 Shares (or 65.31%) held by International Press Holdings Pte. Ltd. and its subsidiaries. Further information on Mr. Low Song Take can be found under “Board of Directors” and “Corporate Governance” in the Annual Report. Information on Mr. Low Song Take can be found on page 26 of the Annual Report. Save as disclosed, Mr. Low Song Take does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders.
- If re-elected under Resolution 5, Mr. Loh Yih will remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers Mr. Loh Yih to be independent for the purposes of Rule 704(7) of the Catalyst Rules. Further information on Mr. Loh Yih can be found under “Board of Directors” and “Corporate Governance” in the Annual Report. Information on Mr. Loh Yih can be found on page 26 of the Annual Report. Save as disclosed therein, Mr. Loh Yih does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders.
- Resolution 7 is to empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under this Resolution would not exceed 100% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company at the time of passing this Resolution. For issue of Shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM or by the date by which the next AGM is required by law to be held, whichever is the earlier.

Notes:-

- A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

“Relevant intermediary” means:

 - a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not less than 72 hours before the time for holding the AGM or any adjournment thereof.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.