



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 Wednesday, 27 April 2016 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ Fees of S\$265,000 for the financial year ended 31 December 2015 (2014: S\$261,667). **Resolution 2**
3. To re-elect Mr Woo Khai Chong who is retiring under Article 107 of the Company’s Constitution. [See Explanatory Note (i)] **Resolution 3**
4. To re-elect Mr Tiong Choon Hieng Steven who is retiring under Article 107 of the Company’s Constitution. [See Explanatory Note (ii)] **Resolution 4**
5. To re-appoint Mr Low Song Take as a Director of the Company. **Resolution 5**

Mr Low Song Take was re-appointed during the Company’s last annual general meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of the Singapore, which has been repealed since 3 January 2016, and to hold office until the AGM. Accordingly, there is a need to re-appoint him during the AGM to allow him to continue in office. He will, upon re-appointment as a Director of the Company, remain as Chairman of the Board.

[See Explanatory Note (iii)]

6. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. 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:-

8. **SHARE ISSUE MANDATE** **Resolution 7**

“THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and subject to Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“Catalist Rules”), authority be and is hereby given to the Directors of the Company to issue and allot new shares 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

ALWAYS that:-

- (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the issued shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the issued shares 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 Catalist Rules), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the issued shares of the Company at the time this Resolution is passed, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent consolidation or subdivision of shares;
- (iii) 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 by 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 2016
Singapore

Explanatory Notes:

- (i) If re-elected under Resolution 3, Mr Woo Khai Chong will remain as a Vice Chairman of the Company. Information on Mr Woo Khai Chong can be found on page 24 of the Annual Report.
- (ii) If re-elected under Resolution 4, Mr Tiong Choon Hieng Steven will remain as an Independent Director, Chairman of the Nominating Committee, a member of the Audit Committee and Remuneration Committee. The Board considers Mr Tiong Choon Hieng Steven to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- (iii) If re-appointed under Resolution 5, Mr Low Song Take will remain as the Chairman of the Board of Directors and a member of the Nominating Committee. Information on Mr Low Song Take can be found on page 24 of the Annual Report.
- (iv) Resolution 7 is to empower the Directors of the Company from the date of this AGM until the date of the next AGM, to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the issued share capital 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 to be issued shall not exceed 50% of the issued share capital 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:-

1. (a) 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.
 - (b) 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:
- (i) 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (iii) 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.
2. A proxy need not be a member of the Company.
 3. 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 48 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.

This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”) for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.