



**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 by way of electronic means on **Wednesday, 27 May 2020 at 10.30 a.m.** and at any adjournment thereof 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 2019 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$132,500 for the financial year ended 31 December 2019 (2018: S\$132,500). **Resolution 2**
3. To re-elect Mr. Woo Khai San who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (i)**] **Resolution 3**
4. To re-elect Mr. Low Song Take who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (ii)**] **Resolution 4**
5. To re-elect Mr. Loh Yih who is retiring under Article 117 of the Company’s Constitution. [See **Explanatory Note (iii)**] **Resolution 5**
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 modifications) as Ordinary Resolution:-

8. 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 Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Section B: Rules of Catalist (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:-

- a. (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

- b. (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:

- (1) 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));
- (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:-
  - (a) new Shares arising from the conversion or exercise of Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(a) above shall only be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist 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

- (4) 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: 5 May 2020  
Singapore

Explanatory Notes:

- (i) If re-elected under Resolution 3, Mr. Woo Khai San will remain as an Executive Director of the Company and a member of Nominating Committee of the Company. Mr. Woo Khai San is the brother of Mr Woo Khai Chong, the Vice Chairman and Executive Director of the Company. Mr. Woo Khai San has a direct interest in 24,618,000 shares (or 3.36%) and is deemed interested in 524,082,564 (or 71.59%) held by Chee Chun Holdings Pte. Ltd. in International Press Holdings Pte. Ltd. and its subsidiaries in the Company. Further information on Mr. Woo Khai San can be found under “Board of Directors” and “Corporate Governance” in the Annual Report on page 43 and table III respectively. Save as disclosed, Mr. Woo Khai San does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 5% shareholders.
- (ii) If re-elected under Resolution 4, Mr. Low Song Take will remain as an Executive Director and a member of Nominating Committee of the Company. Mr. Low Song Take is the father of Mr. Low Ka Choon Kevin, the Managing Director/Chief Executive Office of the Company. Mr. Low Song Take has a direct interest in 49,236,000 shares (or 6.73%) and is deemed interested in 524,082,564 (or 71.59%) held by Ze Hua Holdings Pte. Ltd. in International Press Holdings Pte. Ltd. and its subsidiaries in the Company. Further information on Mr. Low Song Take can be found under “Board of Directors” and “Corporate Governance” in the Annual Report on page 43 and table III respectively. Save as disclosed therein, Mr. Low Song Take does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 5% shareholders.
- (iii) If re-elected under Resolution 5, Mr. Loh Yih will remain as an Independent Non-Executive Director, Chairman of the Remuneration Committee, and a member of Audit Committee and Nominating Committee of the Company. The Board considers Mr. Loh Yih to be independent for the purposes of Rule 704(7) of the Catalist Rules. Further information on Mr. Loh Yih can be found under “Board of Directors” and “Corporate Governance” in the Annual Report on page 43 and table III respectively. 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 5% shareholders.
- (iv) Resolution 7 is to empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities in the Company. The aggregate number of Shares and convertible securities which the Directors may allot and issue under this Resolution would not exceed 100% of the issued Shares (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 Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing this Resolution. 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. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of Annual General Meeting (the “**Notice**”) will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company’s website at the URL [www.ipsoftcom.com](http://www.ipsoftcom.com). This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** Instead, alternative arrangements have been put in place to allow members to participate at the AGM by (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. Shareholders who wish to watch the “live” webcast of the AGM or listen to the “live” audio feed of the AGM proceedings and/or submit questions in advance of the AGM, are to download the pre-registration form from the Company’s website at the URL [www.ipsoftcom.com](http://www.ipsoftcom.com) or on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and submit the completed and signed form to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company’s business address at 26 Kallang Avenue, Singapore 339417; or
- (b) if submitted electronically, be submitted via email to the Company at [agm@ipsoftcom.com](mailto:agm@ipsoftcom.com),

in either case, by 10.30 a.m. on 20 May 2020.

Please note that shareholders will not be able to ask questions at the AGM “live” during the webcast and audio feed, and therefore shareholders should pre-register their participation in order to submit their questions in advance of the AGM.

The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [www.ipsoftcom.com](http://www.ipsoftcom.com). Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM.

3. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form may be accessed at the Company’s website at the URL [www.ipsoftcom.com](http://www.ipsoftcom.com), and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 15 May 2020.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company’s business address at 26 Kallang Avenue, Singapore 339417; or
  - (b) if submitted electronically, be submitted via email to the Company at [agm@ipsoftcom.com](mailto:agm@ipsoftcom.com),

in either case, at least 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

*In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms and pre-registration forms by post, members are strongly encouraged to submit completed proxy forms and pre-registration forms electronically via email.*

**Personal data privacy:**

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy 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 .