

# 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, 29 April 2015 at 9.30 a.m. for the following purposes:-

### **AS ORDINARY BUSINESS**

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| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Directors’ Report and Auditors’ Report thereon. | <b>Resolution 1</b> |
| 2. | To approve the payment of Directors’ Fees of S\$261,667 for the financial year ended 31 December 2014 (2013: S\$265,000).  | <b>Resolution 2</b> |
| 3. | To re-elect Mr Loh Yih who is retiring under Article 107 of the Company’s Articles of Association. [See Explanatory Note (i)]  | <b>Resolution 3</b> |
| 4. | To re-elect Mr Neo Gim Kiong who is retiring under Article 117 of the Company’s Articles of Association. [See Explanatory Note (ii)]   | <b>Resolution 4</b> |
| 5. | To re-appoint Mr Low Song Take as a Director of the Company to hold office until the next AGM pursuant to Section 153(6) of the Companies Act, Cap. 50. [See Explanatory Note (iii)] | <b>Resolution 5</b> |
| 6. | To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Resolution 6</b> |
| 7. | To transact any other ordinary business which may be properly transacted at an annual general meeting.   |                     |

### **AS SPECIAL BUSINESS**

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

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|----|---|---------------------|
| 8. | <b><u>SHARE ISSUE MANDATE</u></b>   | <b>Resolution 7</b> |
|    | <p>“THAT pursuant to Section 161 of the Companies Act, Cap. 50 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:-</p> <ul style="list-style-type: none"><li>(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);</li><li>(ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalist), for the purpose of determining the</li></ul> |                     |

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aggregate number of shares that may be issued under subparagraph (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: 13 April 2015  
Singapore

Explanatory Notes:

- (i) If re-elected under Resolution 3, Mr Loh Yih will remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. He will also remain as Chairman of the Remuneration Committee and a member of the Nominating Committee. Save as disclosed herein, there is no relationship including immediate family relationships between himself and the other Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012 (the "Code"). The detailed information of Mr Loh Yih can be found under the section entitled "Board Membership" in the Corporate Governance Report and page 26 of the 2014 Annual Report.
- (ii) If re-elected under Resolution 4, Mr Neo Gim Kiong will remain as the Lead Independent Director and the Chairman of the Audit Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. He will also remain as a member of the Remuneration Committee and Nominating Committee. Save as disclosed herein, there is no relationship including immediate family relationships between himself and the other Directors, the Company and its 10% shareholders (as defined in the Code). The detailed information of Mr Neo Gim Kiong can be found under the section entitled "Board Membership" in the Corporate Governance Report and page 26 of the 2014 Annual Report.
- (iii) If re-appointed under Resolution 5, Mr Low Song Take who is over the age of 70, will continue in office as the Executive Chairman of the Board of Directors and a member of the Nominating Committee until the next AGM of the Company. Mr Low Song Take is the father of Mr Low Ka Choon Kevin, the Managing Director / Chief Executive Officer of the Company. Mr Low Song Take is also the substantial shareholder of the Company and is deemed to have an interest in the shares held by Ze Hua Holdings Pte Ltd in International Press Holdings Pte Ltd, the holding company of the Company. Save as disclosed herein, Mr Low Song Take does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Code). The detailed information of Mr

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Low Song Take can be found under the section entitled “Board Membership” in the Corporate Governance Report and page 26 of the 2014 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:-**

- (i) A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (ii) A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy must be deposited at the Company's registered office at 80 Robinson Road, #02-00, Singapore 068898 at least 48 hours before the time of the AGM.

**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.