

TICE OF ANNUAL GENERAL MEETING

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(b)

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That

Ngiam Mia Hai Bernard Secretary
Singapore, 14 April 2021

Explanatory Notes:

value of independent audit

(iii) (iv)

(vi)

(vii)

Notes

Voting by proxy

forms electronically via email.

5 6 7. [See Explanatory Note (v)]
Renewal of Share Buy-Back Mandate

provided that: (1) the add

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,

ded 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) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed twenty per centum (20%) 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) below);
(subject to such 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 the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from exercising share options or vesting of share awards; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
in exercising the authority conferred by this Resolution of shall be read and otherwise the Constitution of the Company; and unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company is required by law to be held, whichever is earlier.

(Resolution 6)

for the purposes of Sections 76C and 76E of the Companies Act, Cap 50, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("Shares") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST") transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the directors of the Company as they consider fit, such scheme satisfying all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate"); the authority conferred on the directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the Annual General Meeting of the Company is held or is required by law to be held;

(ii) the date on which the purchase or acquisition of Shares have been carried out to the full extent of the Share Buy-Back Mandate; or

(iii) the date on which the authority conferred by the Share Buy-Back Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

in this Resolution:

(iii) the date on which the authority conferred by the Share Buy-Back Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting; in this Resolution.

"Prescribed Limit" means the number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of passing of this Resolution, unless the Company has reduced its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereafter defined), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); "Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier; and "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price; and
(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price, where:

"Average Closing Price" is the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-day market period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; "day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company stating the purchase; and
"Market day" means a day on which the SGX-ST is open for trading in securities; and
(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (vii)]

Approval for the continued appointment of Mr Lee Joo Hai, as an Independent Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST

That the continued appointment of Mr Lee Joo Hai, as an Independent Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST

Execution 18.

**Continued appointment of Mr Lee Joo Hai, as an Independent Director, for purposes of Rule 210(5)(d)(iiii) of the Listing Manual of the SGX-ST

**Continued appointment of Mr Lee Joo Hai, as

(Resolution 8)
Approval for the continued appointment of Mr Lee Joo Hai, as an Independent Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST
That contingent upon passing of Ordinary Resolution 8 above, the continued appointment of Mr Lee Joo Hai, as an Independent Director by all members (excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) for the purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST be and is hereby approved.

[See Explanatory Note (viii)]

By Order of the Board

(Resolution 9)

anatory Notes:

Mr Teo Kiang Kok will, upon retirement as a Director of the Company, cease to be the Lead Independent Director, Chairman of the Nominating Committee, Member of the Audit Committee and Remuneration Committee of the Company.

Mr Tan Cher Liang will, upon re-election as a Director of the Company, remain as an Independent Director of the Company. Detailed information on Mr Tan Cher Liang required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.

Ms Lauw Hui Kian will, upon re-election as a Director of the Company, remain as the Executive Director of the Company. Detailed information on Ms Lauw Hui Kian required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.

The Ordinary Resolution 5 proposed in item 6 above is to approve the appointment of Messrs Ernst & Young LLP as Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers LLP, and to authorise the Directors to fix their remuneration.

The Company's existing Auditors, Messrs PricewaterhouseCoopers LLP, have been auditors of the Company since 2007. Messrs PricewaterhouseCoopers LLP had on 10 March 2021 given notice to the Directors of their intention not to seek re-appointment as auditors of the Company and will retire as the auditors of the Company at the conclusion of the AGM. The Board wishes to express their appreciation for the services rendered by Messrs PricewaterhouseCoopers LLP.

The Board and the Audit Committee are of the view that the proposed change of auditors will enable the Group to benefit from fresh perspectives and views of another professional firm and enhance the value of independent audit.

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The Board have determined, in consultation with the Audit Committee, that the proposal from Messrs Ernst & Young LLP as the new auditors of the Company, Pursuant to Rule 712(3) of the Listing Manual, the proposed change of Auditors must be specifically approved by the Shareholders in general meeting. Accordingly, the appointment of Messrs Ernst & Young LLP, registered with the Accounting and Corporate Authority of Singapore, is one of the largest professional services to the Singapore, and is among the Big Four accounting firms Singapore, Messrs Ernst & Young LLP has nelevant industry experience with audit clients in the industry which the Company is in. More information about Messrs Ernst & Young LLP as relevant industry experience with audit clients in the industry which the Company is in. More information about Messrs Ernst & Young LLP, will be assigned to the audit of the Company as the lead engagement partner. Mr Ng Boon Heng has extensive experience over a span of more than 24 years in a wide range of industries.

The proposed change of auditors have been reviewed and recommended by the Audit Committee, after taking into consideration of suitability of Messrs Ernst & Young LLP as the Company's external audifors and ensuring compliance with the Listing Manual.

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, inter alia, the following:

(a) the fee structure, the adequacy of the resources and experience of Messrs Ernst & Young LLP so ther audit engagements of the audit engagement partner assigned to the a

(b) there were no disagreements with Messes PricewaterhouseCoopers LIP on accounting treatments with the last 12 (twelve) months up to the date of this Notice; (c) the Company is not aware of any circumstaness connected with the proposed change of Auditors, which has not been disclosed, that short brought of the attention of Shareholders of the Group; (d) there is no specific reasons for the proposed change of Auditors except as disclosed; and (e). It is no compliance with Must 712 and high 71 of the Leiting Manual in Leiting Manual in Leiting the Auditors of the Company; (2) and the 10 of the Leiting Manual in Leiting the Auditors of the Company at 23 Tal Seng Drive, 60-60 Deutsche Telekton Centre, Singapore 538224 during normal (e). It is not normalized the Company at 23 Tal Seng Drive, 60-60 Deutsche Telekton Centre, Singapore 538224 during normal (e). It is the Company at 23 Tal Seng Drive, 60-60 Deutsche Telekton Centre, Singapore 538224 during normal (e). It is the Company at 24 Tal Seng Drive, 60-60 Deutsche Telekton Centre, Singapore 538224 during normal (e). It is the Company in a specific part of the Company at 24 Tal Seng Drive, 60-60 Deutsche Telekton Centre, Singapore 538224 during normal (e). It is the Company in a specific part of the Company in the Company in a specific part of the Company is required by law to be held or such authority is varied or revoked by the Company in a specific part of the Company is required by law to be held or such authority is varied or revoked by the Company in a specific part of the Company is required by law to be held or such authority is varied or revoked by the Company in a specific part of the Company is required by law to be held or such authority is varied or revoked by the Company in a specific part of the Company is required by law of the Company is required by law of the Company is requir

A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") must appoint the Chairman of the Meeting to attend and vote in his/her stead. The Chairman of the Meeting, as proxy, need not be a member of the Company.
 Due to the Government prevailing regulations to prevent the spread of COVID-19, Members shall attend the Meeting via electronic means only.
 The instrument appointing the Chairman of the Meeting as proxy must be deposited at the Registered Office of the Company at 23 Tai Seng Drive, #06-00 Deutsche Telekom Centre, Singapore 535224 or sent by email to agm/202@ipc.com.sg not less than forty-eight (48) hours before the time appointed for holding the Meeting.
 Participation in the Annual General Meeting ("AGM") via "live" webcast
 As the AGM will be held by way of electronic means, Members will NOT be able to attend the AGM in person. Any member seeking to attend the AGM physically in person will be declined. All Members or their corporate representatives (in the case of Members which are legal entities) will be able to participate in the AGM proceedings by accessing a "live" webcast. To do so, Members are required to pre-register their participation in the AGM. ("Pre-registration") at this link: www.ipc.com.sg/AGM/2020 ("AGM Registration and Q&A Link") by 2.00 p.m. on 27 April 2021 ("Registration Deadline") for verification of their status as Members (or the corporate representatives of such Members). All questions must be submitted by 2.00 p.m. on 22 April 2021. The email will contain instructions to access the "live" webcast of the AGM proceedings. Members or their corporate representatives must not forward the email to other persons who are not Members and who are not entitled to participate in the AGM proceedings. Members or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but did not receive an email by 5.00 p.m. on 28 April 2021 mem email will

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All documents and information relating to the business of the AGM (including the Circular, Annual Report and the Proxy Form) may be assessed on the Company's website at www.ipc.com.sg and are also available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements. There will be no printed copies be despatched to Members.

In light of the current COVID-19 measures, which may make it difficult for Members to submit completed proxy forms by post, Members are strongly encouraged to submit completed proxy

also available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements. I here will be no printed copies be despatched to members of questions prior to the AGM.

Members may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link by 2.00 p.m. on 22 April 2021 so that they may be addressed before or during the AGM proceedings.

The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received in advance of the AGM either before or during the AGM.

Please note that Members will NOT be able to ask questions at the AGM "live" during the webcast, and therefore it is important for Members to pre-register their participation in order to be able to submit their questions in advance of the AGM.

The Company will publish the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of AGM.

Important reminder

In link of the current COVID-19 measures, which may make it difficult for Members to submit completed proxy forms by post, Members are strongly encouraged to submit completed proxy

forms electronically via email.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Member of the Company consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) the processing and administering by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof); the processing of the Pre-registration for purposes of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to the live webcast of the AGM proceedings and providing them with any technical assistance where necessary;

(iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") must appoint the Chairman of the Meeting to attend and vote in his/her stead. The Chairman of the Meeting, as proxy,

NOTICE IS HEREBY GIVEN that the Annual General Meeting of IPC Corporation Ltd ("the Company") will be held by way of electronic means on Thursday, 29 April 2021 at 2.00 p.m. for the following purposes:

The Notice of the Annual General Meeting (the "Notice") of IPC Corporation Ltd has been made available on SGXNet. There will be no printed copy of this Notice and the Annual Report be despatched

(Resolution 2)

NOTICE IS PERCED GIVEN that the Auditors' Report thereon.

As ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2020 together with the Auditors' Report thereon.

(Resolution 1)

2. To note the retirement of Mr Teo Kiang Kok as Director pursuant to Article 90 of the Company's Constitution.

Resolution 3)
To approve the payment of Directors' fees of \$\$124,000.00 for the year ended 31 December 2020 (previous year: \$\$155,000.00).

(Resolution 4)
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(Resolution 5)

(Resolution 5)

(Resolution 5)

See Explanatory Note (ii)

To re-elect Mr Tan Cher Liang, the Director of the Company retiring pursuant to Article 89 of the Company's Constitution.

[See Explanatory Note (ii)]

To re-elect Mr Tan Cher Liang, the Director of the Company retiring pursuant to Article 89 of the Company's Constitution.

(Resolution 3) (Resolution 4) [See Explanatory Note (iv)]
To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS
To consider and if thought fit, to pass the following resolution as Ordinary Resolutions, with or without any modifications:

8. Authority to allot and issue new shares
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

(a)
(i)
allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
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