

# INTERNATIONAL PRESS SOFTCOM LIMITED

(Company Registration No. 197201169E)  
(Incorporated in the Republic of Singapore)

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## VOLUNTARY CONDITIONAL OFFER FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF INTERNATIONAL PRESS SOFTCOM LIMITED

### DESPATCH OF NOTICE ON ELECTRONIC DISSEMINATION OF OFFEREE CIRCULAR

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#### 1. Introduction

The board of directors ("**Board**") of International Press Softcom Limited ("**Company**") refers shareholders of the Company ("**Shareholders**") to:

- (a) the offer announcement issued on 28 January 2021 by UOB Kay Hian Private Limited ("**UOBKH**") for and on behalf of ZHCC Investment Holdings Pte. Ltd. ("**Offeror**") relating to, *inter alia*, the voluntary conditional offer ("**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers ("**Offer Announcement**");
- (b) the announcement dated 29 January 2021 issued by the Company in response to the Offer Announcement;
- (c) the announcement issued on 5 February 2021 by the Company relating to the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser ("**IFA**") to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to Shareholders in respect of the Offer ("**Independent Directors**");
- (d) the offer document dated 17 February 2021 issued by UOBKH for and on behalf of the Offeror setting out the full terms and conditions of the Offer ("**Offer Document**");
- (e) the announcement dated 17 February 2021 issued by the Company in response to the despatch of the Offer Document;
- (f) the announcement issued on 24 February 2021 by UOBKH for and on behalf of the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, and the final closing date ("**Unconditional Announcement**"); and
- (g) the announcement issued on 24 February 2021 by the Company in relation to, *inter alia*, the loss of free float.

1.2 Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the aforesaid announcements and documents.

#### 2. Despatch of Notice

- 2.1 The Board wishes to announce that the Company has today despatched to Shareholders a notice (“**Notice**”) in connection with the electronic dissemination of the offeree board circular dated 3 March 2021 (“**Offeree Circular**”). The Offeree Circular contains, *inter alia*, the advice of the IFA to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer.

**The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**

- 2.2 The Notice contains the address and instructions for the electronic access and retrieval of the Offeree Circular.
- 2.3 Electronic copies of the Notice and the Offeree Circular are available on the SGXNET announcement page of the Company at the following URL:

<https://www.sgx.com/securities/company-announcements?value=INTERNATIONAL%20PRESS%20SOFTCOM%20LIMITED&type=company>

- 2.4 **The Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and consider carefully, the advice of the IFA to the Independent Directors, as well as the recommendations of the Independent Directors as set out in the Offeree Circular, before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**
- 2.5 Shareholders who have not received the Notice within two (2) business days from the date hereof may, during normal business hours and up to 5.30 p.m. (Singapore time) on the Final Closing Date (as defined below), obtain a copy of the Notice from the share registrar at the following address:

**M & C Services Private Limited**  
112 Robinson Road #05-01  
Singapore 068902

### **3. Final Closing Date**

- 3.1 Shareholders should note that pursuant to the Unconditional Announcement, the closing date of the Offer has been extended to **5.30 p.m. (Singapore time) on 31 March 2021 (“Final Closing Date”)**.
- 3.2 **The Offeror has given notice in the Unconditional Announcement that the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on 31 March 2021. Acceptances received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.**

### **4. Directors’ Responsibility Statement**

- 4.1 The directors of the Company (including any director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

- 4.2 Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

**BY ORDER OF THE BOARD**

**Teh Eng Chai**

Company Secretary

3 March 2021

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Ms. Lim Hui Ling, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.*