

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 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, 30 April 2014 at 9.30 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 2013 together with the Directors’ Report 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 2013 (2012: S\$265,000). **Resolution 2**
3. To re-elect Mr Woo Khai San who is retiring under Article 107 of the Company’s Articles of Association. [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 Articles of Association. [See Explanatory Note (ii)] **Resolution 4**
5. To re-appoint Mr Low Song Take as a Director of the Company to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Cap. 50. [See Explanatory Note (iii)] **Resolution 5**
6. To note the retirement of Mr Cheong Poh Kin as Director of the Company. [See Explanatory Note (iv)] **Resolution 6**
7. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**
8. 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:-

9. SHARE ISSUE MANDATE **Resolution 8**

“THAT pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Rules of Catalist, 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

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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 Rules of Catalist), 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; and
- (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 Annual General Meeting of the Company or by the date by which the next Annual General Meeting 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: 14 April 2014
Singapore

Explanatory Notes:

- (i) If re-elected under Resolution 3, Mr Woo Khai San will remain as executive Director of the Company and member of the Nominating Committee. Mr Woo Khai San is the brother of Mr Woo Khai Chong. Mr Woo Khai San is deemed to have an interest in the shares held by Chee Chun Holdings Pte Ltd in International Press Holdings Pte Ltd, the holding company of the Company. Save as disclosed herein, Mr Woo Khai San does not have any relationships 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 Woo Khai San can be found under the section entitled "Board Membership" in the Corporate Governance Report and page 12 of the 2013 Annual Report.
- (ii) Mr Tiong Choon Hieng Steven, will upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("Rules of Catalist"). He will also remain as Chairman of the Nominating Committee and a member of the Remuneration 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 Tiong Choon Hieng Steven can be found under the section entitled "Board Membership" in the Corporate Governance Report and page 12 of the 2013 Annual Report.

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- (iii) If re-appointed under Resolution 5, Mr Low Song Take who is over the age of 70, will continue in office as Executive Chairman of the Board of Directors and member of the Nominating Committee until the next Annual General Meeting 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 Low Song Take can be found under the section entitled "Board Membership" in the Corporate Governance Report and page 12 of the 2013 Annual Report.
- (iv) Mr Cheong Poh Kin has indicated his intention to retire as a Director of the Company at the Annual General Meeting to be held on 30 April 2014. Accordingly, at the conclusion of the Annual General Meeting, Mr Cheong Poh Kin will cease to be a Director of the Company and concurrently relinquish his positions as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Company shall fill the vacancies in the Board, Audit Committee, Nominating Committee and Remuneration Committee in due course.

This resolution will not be put forth for voting at this Annual General Meeting.

- (v) Resolution 8 is to empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, 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 Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Notes:-

- (i) A member entitled to attend and vote at the Meeting 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 Meeting.

This announcement has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd., ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in 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 correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Lance Tan at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383, email: ltan@cnplaw.com