



NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTE FOR MEMBERS:

This Notice of the Extraordinary General Meeting supersedes the version set out on pages N-1 to N-3 of the Company's circular dated 14 April 2020 (the "Circular").

The Notice of the Extraordinary General Meeting (the "EGM Notice") of IPC Corporation Ltd has been made available on SGXNet. **A printed copy of this EGM Notice will NOT be despatched to Members.**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of IPC Corporation Ltd ("the Company") will be held by way of electronic means on Thursday, 25 June 2020 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting ("AGM") of the Company to be held at 2.00 p.m. on the same day and in the same manner) for the purposes of considering and, if thought fit, passing with or without modifications the following resolution set out below:

ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the "Companies Act"), the exercise by the directors of the Company (the "Directors") of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:
 - (i) market purchase(s) transacted on the Singapore Exchange Securities Trading Limited (the "SGX-ST") through the SGX-ST's trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for such purpose ("Market Purchase"); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the listing manual of the SGX-ST ("Listing Manual") ("Off-Market Purchase"),and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
- (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting is held or required by law to be held;
 - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained by the Share Buyback Mandate is revoked or varied by resolution of the members of the Company ("Members") in a general meeting;
- (c) in this resolution:

"Prescribed Limit" means 10.0% of the total issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period (as defined herein), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company and any subsidiary holdings from time to time);

"Relevant Period" means the period commencing from the date of the passing of this resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, unless prior thereto, purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate have been carried out to the full extent mandated, or the authority conferred by the Share Buyback Mandate is revoked or varied by resolution of the Members in a general meeting; and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - (i) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined herein); and
 - (ii) in the case of an Off-Market Purchase, 120.0% of the Average Closing Price,where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days ("Market Day" being a day on which the SGX-ST is open for trading of securities), on which transactions in the Shares were recorded, preceding the day of the Market Purchase or, as the case may be, preceding the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made; and
- (d) the Directors 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, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board
Ngiam Mia Hai Bernard
Secretary
Singapore, 10 June 2020

Notes:

1. A Member entitled to attend and vote at the Extraordinary 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.
2. Due to the Government prevailing regulations to prevent the spread of COVID-19, Members shall attend the Meeting **via electronic means only**.
3. 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 agm2020@ipc.com.sg not less than forty-eight (48) hours before the time appointed for holding the Meeting.
4. The Circular relating to the proposed adoption of the Share Buyback Mandate has been despatched to Members. The revised proxy form can be accessed at the Company's website at www.ipc.com.sg/AGM2020 or the SGX website at <https://www.sgx.com/securities/company-announcements>.

Participation in the Extraordinary General Meeting ("EGM") via "live" webcast

1. As the EGM will be held by way of electronic means, Members will NOT be able to attend the EGM in person. Any member seeking to attend the EGM 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 EGM proceedings by accessing a "live" webcast. To do so, Members are required to pre-register their participation in the EGM ("Pre-registration") at this link: www.ipc.com.sg/AGM2020 ("EGM Registration and Q&A Link") by **2.30 p.m. on 23 June 2020 ("Registration Deadline")** for verification of their status as Members (or the corporate representatives of such Members). All questions must be submitted by **2.30 p.m. on 18 June 2020**.
2. Upon successful verification, each such Member or its corporate representative will receive an email by **2.30 p.m. on 24 June 2020**. The email will contain instructions to access the "live" webcast of the EGM 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 EGM 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 24 June 2020** may contact the Company for assistance at agm2020@ipc.com.sg.
3. Members/Investors holding shares through relevant intermediaries (other than CPF/SRS investors) will not be able to pre-register for the "live" webcast of the EGM. Such members/investors who wish to participate in the "live" webcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

Voting by proxy

4. Members may only exercise their voting rights at the EGM via proxy voting (see paragraphs 5 to 8 below).
5. Members who wish to vote on the resolution at the EGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf, indicating how the Member wished to vote for or vote against or abstain from voting on the resolution.
6. The duly executed proxy form 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 agm2020@ipc.com.sg not less than forty-eight (48) hours before the time appointed for the holding of the EGM.
7. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by **2.30 p.m. on 15 June 2020**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.
8. Please note that Members will not be able to vote through the "live" webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Submission of questions prior to the EGM

9. Members may submit questions related to the resolution to be tabled at the EGM during Pre-registration via the EGM Registration and Q&A Link by **2.30 p.m. on 18 June 2020** so that they may be addressed before or during the EGM proceedings.
10. 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 EGM either before or during the EGM.
11. Please note that Members will NOT be able to ask questions at the EGM "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 EGM.
12. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of EGM.

Important reminder

13. **Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's announcements released on SGXNet for updates on the EGM. Further, 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 forms electronically via email.**

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this EGM Notice, or (c) submitting any question prior to the EGM in accordance with this EGM 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 EGM (including any adjournment thereof);
- (ii) 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 EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Members received before the EGM and if necessary, following up with the relevant Members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.