



IPCO INTERNATIONAL LIMITED

(the "Company")
(Company Registration Number 199202747M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Company will be held at Possibility Room Level 5 National Library Building, 100 Victoria Street, Singapore 188064 on 31st August 2017 at 10.00 a.m. for the following purposes:-

As Ordinary Business

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 April, 2017 together with the Directors' Statement and Report of the Auditors. [Resolution 1]
- To approve Directors' fees of S\$88,000/- (Auditors: S\$88,000/-) for the financial year ended 30 April, 2017. [Resolution 2]
- To re-elect the following Directors retiring pursuant to Regulation 91 of the Company's Constitution:
(i) Mr Carlson Clark Smith [Resolution 3 (i)]
(ii) Mr Chwee Han Sin [Resolution 3 (ii)]

Notes to re-election of Directors:

- (a) Mr Carlson Clark Smith, upon being re-elected, will be considered an Executive Director and Chief Financial Officer of the Company.
(b) Mr Chwee Han Sin, upon being re-elected, will be considered an Independent Non-Executive Director and will remain as a Chairman of the Audit Committee, Nominating Committee and Remuneration Committee of the Company.
- To note that Messrs BDO LLP ("BDO") have expressed that they will not seek re-appointment as Auditors of the Company. **[See Explanatory Notes]**

As Special Business

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modifications:-

5. Authority to allot and issue shares and convertible securities [Resolution 4]

"That, pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual, authority be given to the Directors of the Company be authorised and empowered to:

- issue shares in the capital of the Company 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) warrants, debentures or other instruments convertible into shares; and
- issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,

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; 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 while this Resolution was in force,

provided that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:
 - By way of renounceable rights issue on a pro rata basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed 100 per centum (100%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (3) below;
 - Otherwise than by way of Renounceable Rights Issues ("Other Share Issues") (shall not exceed 50 per centum (50%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (3) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares to be issued under such circumstances (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per centum of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (3) below); and
- renounceable Rights Issues and Other Share Issues shall not, in aggregate exceed 100 per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in paragraph (3) below);
- (subject to such manner of 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)(A) and (1)(B) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the Company's articles, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in General Meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or 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 Notes to Special Business]*

- To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Ong Sing Huat
Company Secretary
Singapore, 14 August 2017

EXPLANATORY NOTES:

- Rationale.** Messrs BDO LLP ("BDO") has expressed that they would not be seeking for re-appointment as Auditors at this Annual General Meeting of the Company as the Directors of the Company are of the view that it would be timely to effect a change in Auditors in the interest of good corporate governance as well as to enable the Company to benefit from fresh perspectives.
- Efforts are being made by the Company to appoint new Auditors as soon as practicable. Further announcement will be released in due course once the proposed new appointment has been confirmed.
- Pursuant to Section 201(15) of the Companies Act, Chapter 50, the resignation of BDO as Auditors will only take effect upon the appointment of another Auditor at a general meeting of the Company.

EXPLANATORY NOTES TO SPECIAL BUSINESS:

The effects of the resolution under the heading "Special Business" in the Notice of the Annual General Meeting are:

Resolution 5 if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue further shares and to make or grant convertible securities convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Share Issues, of which up to 20% may be issued other than on a pro-rata basis to shareholders, provided that the total number of shares that may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

For the purpose of determining the aggregate number of shares that may be issued, the total number of shares (excluding treasury shares) will be calculated based on the total number of shares issued (excluding treasury shares) at the time Resolution 5 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

The authority for the 100% Renounceable Rights Issue ("Enhanced Rights Issue Limited") is proposed pursuant to SGX-ST Practice Note 8.3 which became effective on 13 March 2017 and will expire on 31 December 2018, by which date no further shares shall be issued pursuant to this Resolution, unless renewed, this mandate sought at this AGM shall expire at the next AGM of the Company, or by which the next AGM of the Company is required by law to be held, whichever is earlier.

The Board is of the view that the Enhanced Rights Issue Limit is in the interest of the Company and its shareholders as it provides the Company with the ability to raise additional funds expeditiously for expansion activities or working capital in the event that such a need arises.

The Enhanced Rights Issue Limit will be exercised only if the Directors believe that to do so would be to the benefit of the Company and the Group and in the best interest of shareholders as a whole.

Notes on Annual General Meeting:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") may appoint not more than two proxies to attend and vote in his/her stead. Where a Member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company.
- Pursuant to Section 181 of the Act, a member who is a relevant intermediary entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"relevant intermediary" means:

- a banking corporation licenced under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy, if no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first named.
 - A proxy need not be a member of the Company.
 - If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 24 Pandan Road Singapore 609275 not less than 48 hours before the time appointed for holding the Meeting.
 - A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the Meeting unless his name appears on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the Meeting.