

**ANNUAL GENERAL MEETING::VOLUNTARY**

## Issuer &amp; Securities

## Issuer/ Manager

IPC CORPORATION LTD

## Security

IPC CORPORATION LIMITED - SG1BB8000004 - AZA

## Announcement Details

## Announcement Title

Annual General Meeting

## Date &amp; Time of Broadcast

09-Jun-2020 17:30:56

## Status

New

## Announcement Reference

SG200609MEETJ29A

## Submitted By (Co./ Ind. Name)

Ngiam Mia Hai Bernard

## Designation

Executive Director

## Financial Year End

31/12/2019

## Event Narrative

Narrative  
Type

Narrative Text

Additional Text	The Company refers to the announcement on Annual Report released to Singapore Exchange Securities Trading Limited on 13 April 2020 where shareholders were advised to DISREGARD the Notice of Annual General Meeting ("AGM") and proxy form enclosed to the Annual Report.
Additional Text	Please refer to the attached fresh Notice of AGM and proxy form for the AGM to be held on 25 June 2020 at 2.00 p.m. via electronic means.

## Event Dates

### Meeting Date and Time

25/06/2020 14:00:00

### Response Deadline Date

23/06/2020 14:00:00

## Event Venue(s)

### Place

Venue(s)	Venue details
Meeting Venue	The AGM will be held by way of electronic means. Shareholders will not be able to attend the AGM in person. Shareholders who register for the AGM will be automatically enrolled for the Extraordinary General Meeting which will be held on the same day, immediately or after the conclusion of the AGM.

## Attachments

[IPC-AGM%20Notice.pdf](#)

[IPC-AGM%20Proxy%20Form.pdf](#)

Total size =212K MB

## NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting (the "Notice") of IPC Corporation Ltd has been made available on SGXNet. A printed copy of this Notice will NOT be despatched to Members. 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, 25 June 2020 at 2.00 p.m. for the following purposes:

### 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 2019 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 90 of the Company's Constitution:  
 Mr Ngiam Mia Je Patrick **(Resolution 2)**  
 [See Explanatory Note (i)]  
 Mr Ngiam Mia Hai Bernard **(Resolution 3)**  
 [See Explanatory Note (ii)]
3. To approve the payment of Directors' fees of S\$155,000.00 for the year ended 31 December 2019 (*previous year: S\$162,500.00*). **(Resolution 4)**
4. To re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. 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 Resolution, with or without any modifications:

#### 6. Authority to issue new shares

That pursuant to Section 161 of the Companies Act, Cap. 50 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) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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
- (b) (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,

provided that:

- (1) 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 fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.  
 [See Explanatory Note (iii)] **(Resolution 6)**

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

### Explanatory Notes:

- (i) Mr Ngiam Mia Je Patrick will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer and a member of the Nominating Committee. Detailed information on Mr Ngiam Mia Je Patrick required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- (ii) Mr Ngiam Mia Hai Bernard will, upon re-election as a Director of the Company, remain as the Executive Director of the Company. Detailed information on Mr Ngiam Mia Hai Bernard required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
- (iii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.  
 For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution 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 and any subsequent bonus issue, consolidation or subdivision of shares.

### Notes:

1. 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.
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](mailto:agm2020@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

1. 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/AGM2020](http://www.ipc.com.sg/AGM2020) ("AGM Registration and Q&A Link") by 2.00 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 2.00 p.m. on 18 June 2020.
2. Upon successful verification, each such Member or its corporate representative will receive an email by 2.00 p.m. on 24 June 2020. 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 24 June 2020 may contact the Company for assistance at [agm2020@ipc.com.sg](mailto:agm2020@ipc.com.sg).
3. Members/Investors holding shares through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the "live" webcast of the AGM. Such members/investors who wish to participate in the "live" webcast of the AGM 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 AGM via proxy voting (see paragraphs 5 to 8 below).
5. Members who wish to vote on any or all of the resolutions at the AGM 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 each 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](mailto:agm2020@ipc.com.sg) not less than forty-eight (48) hours before the time appointed for the holding of the AGM.
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 AGM (i.e. by 2.00 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 AGM

9. 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 18 June 2020 so that they may be addressed before or during the AGM 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 AGM either before or during the AGM.
11. 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.
12. 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

13. Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's announcements released on SGXNet for updates on the AGM. 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 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);
- (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 AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Members received before the AGM 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 AGM (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.

**IPC CORPORATION LTD**  
**Company Registration No.198501057M**  
(Incorporated in Singapore with limited liability)

**IMPORTANT:**

1. A member will not be able to attend the Annual General Meeting ("the Meeting") in person. If a member wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as proxy as his/her/its behalf to attend, speak and vote on his/her/its behalf at the Meeting.
2. A relevant intermediary must appoint the Chairman of the Meeting to attend, speak and vote at the Meeting (please see note 3 for the definition of "relevant intermediary").
3. For investors who have used their CPF monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. Please read the notes to the Proxy Form.

## PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, \_\_\_\_\_ (Name)  
\_\_\_\_\_  
(NRIC/Passport Number/Company Registration Number)  
of \_\_\_\_\_ (Address)

being a member/members of IPC Corporation Ltd (the "**Company**"), hereby appoint:

**Chairman of the Meeting**

as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held by electronic means on Thursday, 25 June 2020 at 2.00 p.m. and at any adjournment thereof. I/We\* direct my/our proxy to vote for, against or abstain from voting on the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matters arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as my/our\* proxy will be treated as invalid.

No.	Resolutions relating to:	For <sup>(1)</sup>	Against <sup>(1)</sup>	Abstain <sup>(1)</sup>
1	Directors' Statement and Audited Financial Statements for the year ended 31 December 2019			
2	Re-election of Mr Ngiam Mia Je Patrick as a Director			
3	Re-election of Mr Ngiam Mia Hai Bernard as a Director			
4	Approval of Directors' fees amounting to S\$155,000.00			
5	Re-appointment of PricewaterhouseCoopers LLP as Auditors			
6	Authority to issue new shares			

<sup>(1)</sup> Voting will be conducted by poll. If you wish to abstain or exercise all your votes "For", "Against" or "Abstain", please tick [X] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)  
or Common Seal of Corporate Shareholder

\*Delete where inapplicable

## Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member will not be able to attend the Meeting in person and must appoint the Chairman of the Meeting to attend, speak and vote on his/her/its behalf at the Meeting. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. A member who is a relevant intermediary entitled to vote at the Meeting must appoint the Chairman of the Meeting to attend, speak and vote at the Meeting instead of the member.  
  
“Relevant intermediary” means:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) 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 that subsidiary legislation.
4. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.00 p.m. on 15 June 2020, being 7 working days before the date of the Meeting.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy (“**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 email to [agm2020@ipc.com.sg](mailto:agm2020@ipc.com.sg) not less than forty-eight (48) hours before the time appointed for the Meeting.
7. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form.

## General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

## Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the Annual General Meeting (“AGM”) and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with the Notice, or (c) submitting any question prior to the AGM in accordance with the 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);
- (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 AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Members received before the AGM 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 AGM (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.