



IPCO INTERNATIONAL LIMITED

(Company Registration No.: 199202747M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **IPCO International Limited** (the “**Company**”) will be held at Republic of Singapore Yacht Club, Nautica II/III, 52 West Coast Ferry Road, Singapore 126887 on 19 January 2018 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTIONS

- APPOINTMENT OF DIRECTORS

- REMOVAL OF EXECUTIVE DIRECTOR

(1) Ordinary Resolution 1

Appointment of Mr. Ng Fook San as an Independent Director of the Company with immediate effect from the date of the EGM

(2) Ordinary Resolution 2

Appointment of Mr. Joseph Chen as an Independent Director of the Company with immediate effect from the date of the EGM

(3) Ordinary Resolution 3

Removal of Mr. Carlson Clark Smith as Executive Director of the Company with immediate effect from the date of the EGM

BY ORDER OF THE BOARD

Allan Tan

Company Secretary

22nd December 2017

Singapore

Notes:

1. The Company announced on 31 October 2017 that a written requisition (the “Requisition”) from Meridian Equities Pte. Ltd., a substantial shareholder of the Company, was deposited and received by the Company at its registered office on 30 October 2017. The Requisition called for certain resolutions to be passed at a general meeting of the Company, pursuant to Section 176 of the Companies Act (Chapter 50) of Singapore (the “Act”). Please refer to the Announcement made by the Company dated 31 October 2017.
2. Pursuant to Section 152(2) of the Act, special notice shall be required of Ordinary Resolution 3 to remove Mr. Carlson Clark Smith as Executive Director of the Company.
3. If Ordinary Resolution 3 is passed, Mr. Carlson Clark Smith will resign as Director of the Company with immediate effect. However, termination of Mr Carlson Clark Smith’s employment and removal of Mr Carlson Clark Smith as Chief Financial Officer will be determined by the Board at any time as Shareholders are not entitled to exercise the powers which are reserved for the Board to terminate employment of key employees.
4. (a) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend and vote at the Extraordinary General Meeting (the “**Meeting**”).
(b) A member who is a relevant intermediary, is entitled to appoint more than two 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.
“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Act.
5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 7, Jalan Kilang #07-01, Singapore 159407 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.