

**ICP LTD.**

Company Registration No.: 196200234E  
(Incorporated in the Republic of Singapore)

**PROXY FORM  
ANNUAL GENERAL MEETING****IMPORTANT:**

- The Annual General Meeting ("AGM") will be held, in a wholly physical format, at Singapore Swimming Club, 45 Tanjong Rhu Rd, Singapore 436899 on Wednesday, 18 October 2023 at 3.00 p.m. There will be no option for shareholders to participate virtually.
- The Notice of AGM, with its accompanying proxy form, the Company's Annual Report 2023 and the Addendum to Shareholders relating to the proposed renewal of the share purchase mandate have been made available to the members by electronic means via publication on the Company's website at the URL <https://www.icp.com.sg/> as well as on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).
- 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 CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators. CPFIS/SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes.

In either case, not later than 3.00 p.m. on 9 October 2023, being seven (7) working days before the date of the AGM.

\*I/We, \_\_\_\_\_ (Name) NRIC/Passport/Registration No \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member(s) of **ICP LTD.** (the "**Company**"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			Number of Shares	%

\*and/or (please delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			Number of Shares	%

or failing the person(s) above, the Chairman of the AGM, as \*my/our proxy, to attend, speak and vote for \*me/us and on \*my/our behalf at the AGM of the Company to be held at Singapore Swimming Club, 45 Tanjong Rhu Rd, Singapore 436899 on Wednesday, 18 October 2023 at 3.00 p.m. and at any adjournment thereof. \*I/We direct \*my/our proxy(ies), to vote for or against, or abstain from voting, on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy (save where the Chairman of the AGM has been appointed as proxy) will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

No.	Resolutions relating to:	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	Adoption of the Audited Financial Statements for the financial year ended 30 June 2023 together with the Directors' Statement and Auditor's Report			
2.	Approval of the Directors' fees of S\$98,000/- for the financial year ended 30 June 2023			
3.	Re-appointment of Messrs Deloitte & Touche LLP as Auditors of the Company and to authorize the Directors to fix their remuneration			
<b>SPECIAL BUSINESS</b>				
4.	Authority to Allot and Issue Shares			
5.	Authority to Issue Shares under the ICP Performance Share Plan			
6.	Renewal of Share Purchase Mandate			

\* Please delete where inapplicable.

All resolutions put to the vote at the AGM shall be decided by way of poll. If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy, not to vote on that Resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	
Total (Note 3)	

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

**IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF**



## **NOTES**

1. This proxy form can be accessed at the Company's website at the URL <https://www.icp.com.sg> as well as on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. The resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
3. 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 2001 of Singapore), 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. If no number is inserted, the instrument appointing a proxy(ies) shall be deemed to relate to all the shares held by you.
4. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
5. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

6. A proxy need not be a member of the Company.
7. The instrument appointing proxy(ies) must be submitted not less than seventy-two (72) hours before the time appointed for holding the AGM in the following manner:
  - (a) If submitted by post, be lodged at the office of the Company's Polling Agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - (b) If submitted electronically, be submitted via email to the Company's Polling Agent at [icp-agm@complete-corp.com](mailto:icp-agm@complete-corp.com).

In either case, not later than 3.00 p.m. on 15 October 2023 ("**Proxy Deadline**").

8. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
9. The proxy form must be executed 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 common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.
10. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

## **GENERAL**

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by CDP to the Company.

## **PERSONAL DATA PRIVACY**

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 3 October 2023.