

## **ICP LTD.**

(UEN: 196200234E)

(Incorporated in the Republic of Singapore)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of ICP Ltd. (the “**Company**”) will be held at Singapore Swimming Club, Meyer Room, 45 Tanjong Rhu Road, Singapore 436899 on 26 July 2023 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

#### **RESOLUTION 1**

That Tan Kok Hiang be removed as Independent Non-Executive Chairman and director of the Company with effect from the date this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associated and investee companies.

#### **RESOLUTION 2**

That Koh Tien Gui be removed as director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associated and investee companies.

#### **RESOLUTION 3**

That Ong Kok Wah be removed as director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associated and investee companies.

#### **RESOLUTION 4**

That Hor Siew Fu be appointed as a director of the Company with effect from the date of this EGM.

#### **RESOLUTION 5**

That Ang Kong Meng be appointed as a director of the Company with effect from the date of this EGM.

#### **RESOLUTION 6**

That any directors of the Company who may have been appointed between the date of the Requisition Letter and the date of this EGM be removed

#### **RESOLUTION 7**

That the Company shall not carry out any diversification or any capital or funds raising beyond its businesses from the date of the Requisition Letter, until such time that a complete feasibility study of any proposed diversification or any capital of funds raising has been carried out, and that any proposed diversification be put before shareholders of the Company for their prior approval, and that the Directors

be directed to take such steps and do all such acts and things as may be necessary or expedient to put into effect the matters set out in this resolution in the best interests of the Company and all shareholders and stakeholders

## BY ORDER OF THE BOARD

**Ong Min'er**

Company Secretary

4 July 2023

### Notes:

1. The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually. Printed copies of this Notice and the accompanying Proxy Form will NOT be sent to members. Instead, these documents will be made available on the Company's website at <https://www.icp.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Live voting will be conducted during the EGM for members and Proxy(ies) attending the EGM. Members must bring along their NRIC/passport so as to enable the Company to verify their identities. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the EGM.
3. A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon. The proxy need not be a member of the Company.
4. CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.00 p.m. on 17 July 2023, being seven (7) working days prior to the date of the EGM.
5. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. Where such member appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.
6. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 (2) 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"** shall have the meaning ascribed to it in Section 181 of the Companies Act:

- (i) a banking corporation licensed under the Banking Act 1970 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;
- (ii) a person holding a capital markets services licence holder to provide under the Securities and Futures Act and who holds shares in that capacity; and
- (iii) CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

7. Members who wish to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting the signed Proxy Form through any one of the following means:

- (i) if submitted by post, be lodged at the Company's registered office address at 6 Temasek Boulevard, #23-01, Suntec Tower Four, Singapore 038986; or
- (ii) if submitted electronically, be submitted via email to the Company at [egm@icp.com.sg](mailto:egm@icp.com.sg).

in either case, by no later than 3:00 p.m. on 23 July 2023, being seventy-two (72) hours before the time appointed for holding the EGM.

8. Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so **by 3.00 p.m. on 12 July 2023** (the "Deadline") (being seven (7) calendar days from the date of the Notice of EGM):

- (i) If submitted by post, be lodged at the Company's registered office address at 6 Temasek Boulevard, #23-01, Suntec Tower Four, Singapore 038986; or
- (ii) if submitted electronically, be submitted via email to the Company at [egm@icp.com.sg](mailto:egm@icp.com.sg).

Members submitting questions are requested to state: (a) their full name; and (b) the member's identification/registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members by the Deadline prior to the EGM by publishing the responses to such questions on the Company's website at <https://www.icp.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements> no later than **3.00 pm on 21 July 2023**. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after the Deadline which have not been addressed prior to the EGM at the EGM itself. The Company will publish the responses to such questions together with the minutes of the EGM on the Company's website at <https://www.icp.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM.

**Personal data privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/ or representative(s) for the Purposes; and (iv) 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. You and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.