ICP LTD. (Co. Reg. No: 196200234E)

(Incorporated In The Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at M Hotel Singapore, 81 Anson Road, Banquet Suite, Singapore 079908 on Tuesday, 28 October 2014 at 3.00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 30 June 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr. Winston Seow Han Chiang, who is retiring pursuant to Article 92 of the Company's Articles of Association. **(Resolution 2)**

   [See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S$118,000/- for the year ended 30 June 2014 (2013: S$114,300/-). **(Resolution 3)**
4. To re-appoint Baker Tilly TFW LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To transact any other business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

6. **AUTHORITY TO ALLOT AND ISSUE SHARES** **(Resolution 5)**

   "That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be given to the Directors of the Company to issue shares ("Shares") 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 at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

   (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;

   (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:

      (i) new Shares arising from the conversion of exercise of convertible securities;

      (ii) new Shares arising from exercising Share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and

      (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

   (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50 and otherwise, the Articles of Association of the Company; and

   (d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting 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 Note (ii)]

7. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE ICP LTD. (FORMERLY KNOWN AS GOLDTRON LIMITED) SHARE OPTION SCHEME 2006** **(Resolution 6)**

   "That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under The ICP Ltd.(formerly known as Goldtron Limited) Share Option Scheme 2006 (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time."

   [See Explanatory Note (iii)]

BY ORDER OF THE BOARD
SHIRLEY LIM GUAT HUA
Company Secretary
13 October 2014

Explanatory Notes on Resolutions to be passed:

(i) Mr. Winston Seow Han Chiang will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and Remuneration Committee, and a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

(ii) If passed, will empower the Directors of the Company from the date of this Meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held or when varied or revoked by the Company at a general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time. The number of shares that the Directors may allot and issue under this ordinary resolution would not exceed one hundred percent (100%) of the total number of issued Shares in the capital excluding treasury shares, of which up to fifty percent (50%) may be issued other than on a pro-rata basis.

(iii) If passed, will empower the Directors of the Company to allot and issue shares in the Company of up to a number not exceeding in total 15 per cent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Anson Road, #29-02 International Plaza, Singapore 079903 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.