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## **INCREASE OF EFFECTIVE STAKE IN A SUBSIDIARY IN THE REPUBLIC OF KAZAKHSTAN**

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### **1. INTRODUCTION**

The Board of Directors (the “**Board**”) of International Cement Group Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that a wholly-owned subsidiary of the Group, International Cement Shar Pte. Ltd. (“**ICS**”), had entered into a sale and purchase agreement (“**SPA**”) with Mr Nurzhan Shakirov (“**Mr Shakirov**”) to acquire 12.5% of the total amount of the charter capital of Sharcem LLP (“**Sharcem**”) which is incorporated in the Republic of Kazakhstan (the “**Acquisition**”).

Prior to the Acquisition, the Group holds an effective stake of 75.0% in Sharcem. Upon completion of the Acquisition, the Group will hold an effective stake of 87.5% in Sharcem.

### **2. KEY TERMS OF THE SALE AND PURCHASE AGREEMENT**

As part of the SPA, ICS will purchase 12.5% of the total amount of the charter capital of Sharcem from Mr Shakirov. Post Acquisition, ICS will hold an interest of 87.5% while Mr Shakirov’s interest will be reduced to 12.5% in Sharcem.

**2.1 Seller:** Mr Shakirov owns 25.0% of the total amount of the charter capital of Sharcem prior to this Acquisition.

**2.2 Sale Shares:** 12.5% of the total amount of the charter capital of Sharcem with a nominal value of 125,000 Kazakhstani Tenge (“**KZT**”) (approximately SGD 325), comprising 125,000 ordinary shares of KZT 1 each, all of which are held and fully paid by Mr Shakirov free from any encumbrances.

**2.3 Consideration:** USD 15,000,000 (approximately SGD 19,200,000).

The Consideration, settled by cash and to be settled from funds generated internally from its operations, was arrived at based on arm’s length negotiations, and on a ‘willing-buyer and willing-seller’ basis, guided by an independent valuation performed on Sharcem by BDO Tax and Advisory Qazaqstan LLP (“**BDO**”), report to the Company dated 15 December 2025.

For the financial year ended 31 December 2025, net operating profits attributed to the Acquisition was approximately SGD 0.1 million. Excluding the shareholder loans granted by ICS to Sharcem, net tangible asset of Sharcem as of 31 December 2025 was SGD 29.5 million. BDO has valued the business of Sharcem at a value of approximately USD 120 million (approximately SGD 152 million) in accordance with the International Valuation Standards.

**2.4 Taxes to be paid by Mr Shakirov:** Mr Shakirov shall be responsible to complete all required procedures for any capital gains tax or income tax due and payable in connection with the sale of the Sale Shares under the applicable laws and such capital gains tax or income tax incurred by Mr Shakirov shall be paid by ICS to Mr Shakirov.

The amount of taxes expected to be incurred by Mr Shakirov in connection with this Acquisition is USD 1,667,000 (approximately SGD 2,134,000). Therefore, the total consideration (“**Purchase Consideration**”) for this Acquisition is USD 16,667,000 (approximately SGD 21,334,000).

**2.5 Payment:** Purchase Consideration of USD 16,667,000 (approximately SGD 21,334,000) payable in cash in 4 instalments:

- (a) USD 5,000,000 (approximately SGD 6,400,000), on or before 30 June 2026;
- (b) USD 5,000,000 (approximately SGD 6,400,000), on or before 31 July 2026;
- (c) USD 5,000,000 (approximately SGD 6,400,000), on or before 31 August 2026; and
- (d) USD 1,667,000 (approximately SGD 2,134,000), on or before 30 September 2026,

unless otherwise agreed by ICS and Mr Shakirov in writing.

**2.6 Transfer of Sale Shares:** The transfer of Sale Shares shall occur simultaneously with the execution of the SPA by ICS, Mr Shakirov and Sharcem. Mr Shakirov shall instruct Sharcem to update its register of members to reflect the latest equity interest proportion for ICS and Mr Shakirov immediately upon execution of the SPA, to reflect the transfer of Sale Shares. All parties shall proceed with necessary government and legal formalities to fulfil the re-registration of the Sale Shares based upon the Kazakhstan laws and regulations, including without limitation, signing the shareholder’s resolutions, update the Charter of the Company, and execution all the necessary related documents.

**2.7 Conditions precedent:** Registration of the transfer of Sale Shares.

**2.8 Completion:** Completion is expected to take place by 31 August 2026.

*(For the purposes of this Announcement, the exchange rate of SGD1 = KZT385 and USD1 = SGD1.28 have been used).*

### **3. RATIONALE AND BENEFITS FOR THE ACQUISITION**

The cement plant of Sharcem, with an annual production capacity of 1.0 million metric tonnes, is located in a region in East Kazakhstan. With this cement plant, the Group has ability to reach out to a broader market in the east of Kazakhstan and the Astana region. Both industrial expansion and infrastructure development will provide opportunities for Sharcem to offer its products.

At the same time, with greater emphasis on environmental sustainability by the government in Kazakhstan, other competitors of Sharcem are facing headwinds from governmental regulatory policy which favour more of our environmentally friendly “dry-processed” cement production technology over their “wet-processed” method. This development put Sharcem in an advantageous position.

Since its acquisition in 2021, Sharcem’s management has successfully resolved various key operating issues which resulted in a gradual improvement in performance. In FY2025, its profitability was driven by improvement in revenue.

The current ongoing conflicts in the Persian Gulf have downgraded economic outlook however the Company (taking a longer-term view) is persuaded by the opportunities arising from changes in market condition (preference over “dry-processed”) and an improved performance to increase its equity interest in Sharcem.

#### 4. FINANCIAL EFFECTS OF THE ACQUISITION

The financial effects of the Acquisition on the Company as set out in this section are based on the latest announced unaudited financial results of the Group for the financial year ended 31 December 2025 and are purely for illustrative purposes only and may not reflect the actual future financial performance or position of the Group immediately after completion of the Acquisition.

##### 4.1 Net Tangible Assets (“NTA”)

Assuming that the Acquisition was completed on 31 December 2025, the financial effects of the Acquisition on the consolidated NTA of the Group are set out below. The NTA is determined to be total equity attributable to equity holders of the Company.

	<b>Before the Acquisition</b>	<b>After the Acquisition</b>
<b>NTA of the Group as at 31 December 2025 (SGD'000)</b>	273,415	249,886
<b>Number of issued and paid-up shares ('000)</b>	5,734,733	5,734,733
<b>NTA per share (cents)</b>	4.77	4.36

##### 4.2 Earnings Per Share (“EPS”)

Assuming that the Acquisition was completed on 1 January 2025, the financial effects of the Acquisition on the consolidated EPS of the Company are as follows:

	<b>Before the Acquisition</b>	<b>After the Acquisition</b>
<b>Profit attributable to shareholders of the Company (SGD'000)</b>	59,991	60,140
<b>Weighted average number of issued and paid-up shares ('000)</b>	5,734,733	5,734,733
<b>EPS for FY2025 (cents)</b>	1.046	1.049

## 5. RELATIVE FIGURES UNDER CHAPTER 10 OF THE MAINBOARD LISTING RULES

The relative figures for the Acquisition computed on the bases set out in Rule 1006 of the Listing Manual and based on the latest audited financial results of the Group for the financial year ended 31 December 2025 are as follows:

Rule	Bases	Relative Figures (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable <sup>(1)</sup>
1006(b)	The net profits attributable to the assets acquired, compared with the Group's consolidated net profits.	1%
1006(c)	The aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	6% <sup>(2)</sup>
1006(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable <sup>(3)</sup>
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Company's proved and probable reserves. This basis is applicable to a disposal of mineral, oil and gas assets by a mineral oil and gas company, but not to an acquisition of such assets.	Not applicable <sup>(4)</sup>

Notes:

- (1) Not applicable as the Acquisition is not a disposal of assets.
- (2) Based on the Purchase Consideration of SGD 21,334,000. Market capitalisation of the Company was SGD 361,288,000, based on the closing price as at 12 March 2026.
- (3) No equity securities will be issued by the Company as consideration for the Acquisition.
- (4) Not applicable as the Acquisition is not a disposal of mineral, oil and gas assets.

## 6. INTEREST OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective shareholding interest in the Company (if any), none of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in the Acquisition (other than through their capacity as Directors or shareholders, where applicable). No service contracts of the Directors are proposed in connection with the Acquisition.

## 7. DOCUMENTS FOR INSPECTION

A copy of the SPA and BDO valuation report will be made available for inspection during normal business hours at the registered office of the Company, 100 Tras Street, #18-01 100 AM, Singapore 079027 for a period of three (3) months from the date of this Announcement.

## **8. CAUTIONARY STATEMENT**

Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. When in doubt, shareholders and potential investors are advised to seek independent advice from their stockbrokers, bankers, solicitors, accountants or other professional advisers if they have any doubt about the actions that they should take.

### **BY ORDER OF THE BOARD**

Zhang Zengtao  
Executive Director and Chief Executive Officer

13 March 2026