



INVESTMENT CAPITAL PARTNERS

ICP LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms which are not defined herein will bear the same meanings as used in the circular dated 8 September 2020 issued by ICP Ltd. ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Shareholders of ICP Ltd. ("**Company**") will be held by way of electronic means on 30 September 2020 at a time as soon as practicable immediately following the conclusion of the annual general meeting of the Company to be held at 3.00 p.m. on the same date for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION – THE PROPOSED CAPITAL REDUCTION

THAT:

Pursuant to Regulation 59 of the Constitution of the Company, and Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid up share capital of the Company be reduced by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$52,808,188.03; and
- (b) the Directors be and are hereby authorised to do and complete all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Special Resolution.

BY ORDER OF THE BOARD

Ong Min'er
Joint Company Secretary

8 September 2020

Notes:

- (1) The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company's website at the URL <https://www.icp.com.sg> and at the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**")), submission of questions in advance of the EGM, addressing of substantial and relevant questions prior to the EGM and voting by appointing the Chairman of the EGM as proxy, are set out in the accompanying Company's announcement dated 8 September 2020 ("EGM Alternative Arrangements Announcement"). The EGM Alternative Arrangements Announcement, this Notice of EGM, the Circular of the Company and the proxy form may be accessed at the Company's website at the URL <https://www.icp.com.sg> as well as at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- (3) The proceedings of the EGM will be broadcasted "live" through a Live Webcast or Live Audio Stream. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at the URL <https://complete-corp.com.sg/icp-agm-egm/> no later than 3.00 p.m. on 27 September 2020 ("Registration Cut-Off Time"). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 29 September 2020. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 29 September 2020, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd at +65 6329 2745 between 12.00 p.m. and 6.00 p.m. on 29 September 2020 or between 9.00 a.m. and 1.00 p.m. on 30 September 2020 or via email to icp-agm-egm@complete-corp.com.sg for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (other than CPF/SRS investors) will not be able to pre-register at the URL <https://complete-corp.com.sg/icp-agm-egm/> for the "live" broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company's Polling Agent at icp-agm-egm@complete-corp.com.sg no later than 3.00 p.m. on 27 September 2020.

- (4) **Due to the current COVID-19 situation, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**

The instrument appointing the Chairman of the EGM as proxy ("proxy form") may be accessed at the Company's website, the pre-registration website and the SGX website. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The Chairman of the EGM, as proxy, need not be a member of the Company.

- (5) The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 18 September 2020, being seven (7) working days before the date of the EGM.
- (6) The proxy form must be submitted to the Company 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 Poling Agent at icp-agm-egm@complete-corp.com.sg, in either case, not less than seventy-two (72) hours before the time appointed for holding the EGM.

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- (7) 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.
- (8) 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.
- (9) A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the depositor to be entitled to attend, speak and vote at the EGM.
- (10) **Members and Investors will not be able to ask questions "live" during the broadcast of the EGM. All members and CPF/SRS investors may submit questions relating to the business of the EGM no later than 3.00 p.m. on 27 September 2020:**
 - (a) via the pre-registration website at the URL <https://complete-corp.com.sg/icp-agm-egm/>;
 - (b) by email to icp-agm-egm@complete-corp.com.sg; or
 - (c) by post to the registered office of the Company at 10 Anson Road, #28-16 International Plaza, Singapore 079903, attention to Company Secretary.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and Investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to answer all substantial and relevant questions prior to, or at, the EGM.

Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the EGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the EGM.

- (11) All documents (including the Circular, this Notice of EGM and the proxy form) or information relating to the business of the EGM have been, or will be, published on the Company's website and the SGX website. **Printed copies of the documents will not be despatched to members.** Members and Investors are advised to check the Company's website or SGX website regularly for updates.

Personal data privacy: By (a) submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (b) submitting any questions prior to the EGM or (c) submitting the pre-registration form in accordance with this Notice, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof); processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, when necessary; addressing substantial and relevant questions from members received in advance of the EGM; the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) 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.