# ICP LTD.

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

## PROXY FORM –
## ANNUAL GENERAL MEETING

**IMPORTANT:**

1. The Annual General Meeting ("**AGM**") 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.
2. Alternative Arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submitting textual questions in advance of, or "live" at, the AGM; and/or, addressing of substantial and relevant questions prior or "live" at the AGM and voting by appointing proxy(ies) (including the Chairman of the AGM), are set out in the Notice of AGM and the accompanying Company's announcement dated 13 October 2022 ("**AGM Alternative Arrangements Announcement**").
3. The AGM Alternative Arrangements Announcement, the Notice of AGM and this proxy form have been made available 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/company-announcements. Printed copies of the Notice of AGM and this proxy form will not be sent to members.
4. **A member(s) will not be able to attend the AGM in person, but he/she/they is/are able to vote online on the Resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) may appoint proxy(ies) (including the Chairman of the AGM) as his/her/their proxy to attend, speak and vote on his/her/their behalf at the AGM if such member wishes to exercise his/her/their voting rights at the AGM. In appointing proxy(ies), a member 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 proxy(ies) to vote for that Resolution will be treated as invalid.**
5. This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries ("**Investors**") [including investors holding through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS 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 voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions by 5.00 p.m. on 18 October 2022, being seven (7) working days before the AGM.

**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 13 October 2022.

*I/We, ______________________ (Name of Member) NRIC/Passport No. ______________

of ______________________________________________ (Address)

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

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

*and/or (delete as appropriate)

| Name | Address | NRIC/ Passport No. | Email Address | 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 by way of electronic means on Friday, 28 October 2022 at 3.00 p.m. and at any adjournment thereof. *I/We direct *my/our proxy, to vote for or against, or abstain from voting, on the Resolutions 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** |
|---|---|---|---|---|
| | **Ordinary Business** | | | |
| 1. | Adoption of the Audited Financial Statements for the financial year ended 30 June 2022 together with the Directors' Statement and Auditor's Report. | | | |
| 2. | Re-election of Mr. Aw Ming-Yao Marcus as a Director of the Company, pursuant to Regulation 109 of the Company's Constitution. | | | |
| 3. | Re-election of Mr. Koh Tien Gui as a Director of the Company, pursuant to Regulation 109 of the Company's Constitution. | | | |
| 4. | Approval of the Directors' fees of S$84,575/- for the financial year ended 30 June 2022. | | | |
| 5. | Re-appointment of Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | | | |
| | **Special Business** | | | |
| 6. | Authority to Allot and Issue Shares. | | | |
| 7. | Authority to Issue Shares under the ICP Performance Share Plan. | | | |
| 8. | Renewal of Share Purchase Mandate. | | | |

* Please delete where inapplicable.
** Please include your vote "For" or "Against" with a tick (√) within the box provided. If you mark a tick (√) in the "Abstain" box, you are directing your proxy not to vote.
** If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this __________ day of __________________ 2022

| Total Number of Shares Held(Note 1) | |
|---|---|

______________________________
Signature(s) of Shareholder(s)
or, Common Seal of Corporate Shareholder

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

**NOTES**

1. Please insert the total number of shares in the share capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register [maintained by The Central Depository (Pte) Limited ("**CDP**")], you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. **A member(s) will not be able to attend the AGM in person but he/she/they is/are able to vote online on the Resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) may appoint proxy(ies) (including the Chairman of the AGM) as his/her/their proxy to attend, speak and vote on his/her/their behalf at the AGM if such member wishes to exercise his/her/their voting rights at the AGM. This proxy form may be accessed from the Company's website at the URL https://www.icp.com.sg, the pre-registration website at the URL https://registration.ryt-poll.com/home/index/icp-agm and the SGX website at the URL https://www.sgx.com/securities/company-announcements.**

   Where a member (whether individual or corporate) appoints proxy(ies), he/she/they 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 proxy(ies) to vote for that Resolution will be treated as invalid.

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

4. The proxy form must be submitted 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@ryt-poll.com;

   in either case, by **3:00 p.m. on 25 October 2022** being not less than seventy-two (72) hours before the time appointed for holding the AGM.

   A member who wishes to submit the proxy form must 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.

   **Members are strongly encouraged to submit completed proxy forms electronically via email.**

5. 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 1967 as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.

6. 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.

7. For investors holding shares through relevant intermediaries (the "**Investors**", including CPF/SRS investors), this proxy form is not valid for their use 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 voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions by **5.00 p.m. on 18 October 2022**, being seven (7) working days before the AGM.

**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.