ICP LTD.
UEN: 196200234E
(Incorporated in Singapore)

ENTRY INTO SALE AND PURCHASE AGREEMENT RELATING TO THE PROPOSED DISPOSAL OF INTERESTS IN GMT BRAVO PTE. LTD. AND GMT CHARLIE PTE. LTD.

1. INTRODUCTION

1.1. The Board of Directors (the "**Board**" or "**Directors**") of ICP Ltd. (the "**Company**"', together with its subsidiaries, collectively the "**Group**") wishes to announce that its wholly-owned subsidiary, ICP Marine Pte. Ltd. (the "**Vendor**"), had on 27 June 2024 entered into a sale and purchase agreement ("**SPA**") with Glomar Holdings Pte. Ltd. (the "**Purchaser**"), to dispose 51% interest ("**Sale Shares**") each in GMT Bravo Pte. Ltd. ("**GMT Bravo**") and GMT Charlie Pte. Ltd. ("**GMT Charlie**") (collectively, "**GMT Group**") for an aggregate consideration of S$4,590,541 (the "**Proposed Disposal**").

2. INFORMATION ON THE GMT GROUP AND THE PURCHASER

2.1. The GMT Group

The GMT Group was incorporated on 23 July 2007 in Singapore. Each of GMT Bravo and GMT Charlie owns a double-hull Petroleum Product Tanker ("**Tanker**") and is currently providing vessel chartering services. The GMT Group was acquired by the Group on 1 March 2013, marking the Group's venture into vessels chartering business.

2.2. The Purchaser

The Purchaser is a company incorporated in Singapore and currently holds a 49% minority interest in the GMT Group. The principal activity of the Purchaser is that of an investment holding company. A subsidiary of the Purchaser is currently chartering the two Tankers of the GMT Group.

As at the date of this announcement, the Purchaser (i) does not have any existing interest (whether direct or deemed) in the shares of the Company and (ii) is not related to any of the Directors and controlling shareholder of the Company, or their respective associates.

3. RATIONALE FOR THE PROPOSED DISPOSAL

3.1. The Group's hospitality business has grown over the years. The sale of the Group's stake in the GMT Group will allow the Group to strategically streamline its operations and presents the Group with an opportunity to strategically reallocate capital resources by reinvesting the proceeds from the Proposed Disposal into the hospitality business for working capital, expansion, and development purposes.

4. PRINCIPAL TERMS OF THE SPA

The principal terms under the SPA relating to the Proposed Disposal include the following terms:-

4.1. Consideration

Pursuant to the SPA, the aggregate consideration ("**Consideration**") for the Sale Shares is S$4,590,541 comprising S$2,223,279 from GMT Bravo and S$2,367,262 from GMT Charlie. The Consideration was arrived at after an arm's length negotiation between the Company and the Purchaser on a willing buyer and willing seller basis, based on 51% (being the Group's stake in the GMT Group) of the net asset value of the GMT Group of approximately S$9,783,000 as at 31 January 2024, adjusted for (i) the valuation of the Tankers (as detailed below); and (ii) dividend payouts by the GMT Group in March 2024.

The valuation of the Tankers was benchmarked against an independent desktop valuation of the Tankers commissioned by the GMT Group for the purpose of bank lending by a licensed financial institution, valuing the Tankers of GMT Bravo at S$4,850,000 and GMT Charlie at S$4,950,000 as at 28 February 2024.

4.2. Conditions Precedent

Completion of the sale and purchase of the Sale Shares ("**Completion**") shall be conditional upon the following conditions having been fulfilled:

(a) the Vendor and its holding company (being ICP Ltd.) having obtained all necessary consents, approvals (whether corporate, regulatory or otherwise) and/or waivers as may be necessary for the transactions contemplated herein (including but not limited to the sale of the Sale Shares), and such consents, approvals and/or waivers remaining valid and in full force and effect and not having been withdrawn or revoked as at the Completion Date (as defined in Section 4.3 below); and

(b) the warranties being true and accurate in all respects as at Completion.

4.3. Completion

Pursuant to the SPA, the Completion will take place after the fulfilment of all the conditions precedent, but in any event no later than the 26 July 2024 or such other date as may be agreed between the parties (the "**Completion Date**" or "**Longstop Date**").

At Completion:

(a) the Vendor shall deliver (or cause to be delivered) to the Purchaser duly executed transfers in favour of the Purchaser or its nominee in respect of all of the Sale Shares, together with the share certificates and all documents required to effect the stamping of the transfers of the Sale Shares; and

(b) the Purchaser shall deliver to the Vendor a cashier's order for the Consideration for the Sale Shares in GMT Bravo drawn in favour of the Vendor.

The Purchaser shall pay to the Vendor the Consideration for the Sale Shares in GMT Charlie by delivering to the Vendor a cashier's order for such amount drawn in favour of the Vendor by no later than one month after the Completion Date (the "**Deferred Payment Date**"). In the event that the Purchaser is unable to duly pay the Consideration for the Sale Shares in GMT Charlie by the Deferred Payment Date or if the Parties agree on any extension to the Deferred Payment Date, the Consideration for the Sale Shares in GMT Charlie shall be subject to default interest on the unpaid amount at a rate of 5.33% per annum, calculated daily from the date of default until receipt of payment in full by the Vendor.

In the event that (i) Completion does not occur after the fulfilment of all the conditions precedent by the Longstop Date; or (ii) payment of the relevant Consideration is not duly received by the Vendor, the Vendor shall be entitled to seek specific performance of the relevant obligations, and/or enforce any rights or any seek other remedies (including damages for losses and costs) available at law, under contract or in equity.

Upon Completion, GMT Bravo and GMT Charlie will cease to be subsidiaries of the Group.

5. FINANCIAL INFORMATION

5.1. Net Tangible Asset and Book Value of the GMT Group

Based on the latest audited financial statements for the financial year ended 30 June 2023 ("**FY2023**"), the net tangible asset value and the book value of the Group's stake in the GMT Group is approximately S$5,507,000.

5.2. Net Profit Attributable to the GMT Group

Based on the latest audited financial statements for FY2023, the net profit of the GMT Group attributable to the owners of the Company is approximately S$264,000.

5.3. Loss on Disposal

Based on the latest audited financial statements for FY2023, the loss on the Proposed Disposal is approximately S$152,000.

5.4. **Financial Effects**

The financial effects of the Proposed Disposal on the Company as set out below are prepared based on the audited financial statements of the Group for the financial year ended 30 June 2023.

The financial effects below are purely **for illustrative purposes only** and do not reflect the actual financial performance or position of the Company after Completion.

Earnings Per Share

Assuming that Proposed Disposal was completed on 1 July 2022, the effect on the Company's earnings per share for the financial year ended 30 June 2023 would be as follows:

	Before Completion	**After Completion**
Profit for the year attributable to owners of the Company (S$'000)	1,056	792
Weighted average number of ordinary shares ('000)	3,185,441	3,185,441
Earnings per share (cents)	0.03	0.02

NTA

Assuming that the Proposed Disposal was completed on 30 June 2023, the effect on the Company's net tangible assets [(1)] ("**NTA**") per share as at 30 June 2023 would have been as follows:

	Before Completion	**After Completion**
NTA (S$'000)	20,832	19,915
Number of shares ('000)	3,332,944	3,332,944
NTA per share (cents)	0.63	0.60

Note:

(1) NTA refers to total assets less total liabilities less intangible assets.

6. RELATIVE FIGURES COMPUTED BASED ON RULE 1006 OF THE CATALIST RULES

Based on the latest announced unaudited consolidated accounts of the Group for the six months financial period ended 31 December 2023 (“**1HFY2024**”), the relative figures of the Proposed Disposal computed on the bases set out in Catalist Rule 1006 are as follows:-

Rule 1006 Bases	Relative Figures (%)
(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.	16.64% (1)
(b) The net profits attributable to the assets acquired or disposed of, compared with the group's net profit.	49.79% (2)
(c) The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	19.68% (3)
(d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable, as this is a disposal transaction.
(e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves.	Not applicable, as the Company is not a mineral, oil or gas company.

Notes:

(1) Computed based on the unaudited net assets value attributable to 51% of the GMT Group of approximately S$11,008,000 as at 31 December 2023 and the unaudited net assets value of the Group of approximately S$33,739,000 as at 31 December 2023.

(2) Based on the unaudited profit before income tax and non-controlling interests attributable to 51% of the GMT Group of approximately S$240,000 for 1HFY2024 and the unaudited profit before income tax and non-controlling interests of the Group of approximately S$482,000 for 1HFY2024.

(3) Based on the Consideration of S$4,591,541 and the Company’s market capitalisation of approximately S$23,331,000 as at 26 June 2024 (“**Last Trading Date**”), being the last traded market day immediately preceding the date the SPA was entered. The Company’s market capitalisation is calculated based on the Company’s issued ordinary share capital (excluding treasury shares and subsidiary holdings) of 3,332,944,326 shares (“**Shares**”) and the volume weighted average price of the shares of S$0.007 on the Last Trading Date.

As set out in Rule 1010 of the Catalist Rules, where any of the relative figures computed on the bases set out above exceeds 5% but does not exceed 50%, the transaction will be regarded as a disclosable transaction and shareholders’ approval is not required. Accordingly, the Proposed Disposal constitutes a “Discloseable Transaction” as defined in Chapter 10 of the Catalist Rules.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

To the best knowledge of the Company, none of the Directors or controlling shareholder of the Company has any interest, direct or indirect (including business relationship), in the Proposed Disposal, other than through their respective directorships and shareholdings, if an, in the Company.

8. SERVICE CONTRACTS OF DIRECTORS

No person will be appointed to the Board in connection with the Proposed Disposal and accordingly, no service contracts in relation thereto will be entered into by the Company.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection during normal business hours at the registered office of the Company at 6 Temasek Boulevard, #23-01 Suntec Tower Four, Singapore 038986 for a period of three (3) months commencing from the date of this announcement.

11. TRADING CAUTION

Shareholders and potential investors are advised to exercise caution in trading the shares in the Company as there is no certainty or assurance as at the date of this announcement that Completion will take place. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stock-brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Ong Min’er
Financial Controller
27 June 2024