



INVESTMENT CAPITAL PARTNERS

ICP LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders dated 16 May 2025 (the "Circular").

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** ("EGM") of ICP Ltd. (the "Company") will be held at Fort Room, Singapore Swimming Club, 45 Tanjong Rhu Road, Singapore 436899 on Monday, 9 June 2025 at 11.00 a.m. (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (the "Delisting Resolution") (on a poll to be taken) to be passed as a special resolution in accordance with the requirements of the Listing Manual Section B: Rules of Catalyst (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"):

1. DELISTING RESOLUTION

- That:
- approval be and is hereby given for the voluntary delisting of the Company from the Official List of the Catalist Board of the SGX-ST under Catalist Rules 1307 and 1308 ("Delisting"), pursuant to which the Exit Offer to the Offer Shareholders would be made to the Offer Shareholders on the terms and conditions set out in the Circular and the Exit Offer Letter; and
 - the directors of the Company and each of them be and is hereby severally authorised and empowered to complete and to do all such acts and things (including executing all such documents as may be required) as they or any Director may consider expedient, necessary or in the interests of the Company to give effect to the Delisting and/or this Delisting Resolution, with such modification thereto (if any) as they or such Director shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

Ong Min'er
Financial Controller
16 May 2025

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

Important Notice:

- The extraordinary general meeting (the "EGM") will be held, in a wholly physical format, at Fort Room, Singapore Swimming Club, 45 Tanjong Rhu Road, Singapore 436899 on Monday, 9 June 2025 at 11.00 a.m. (Singapore time) ("Physical Meeting"). Shareholders and other attendees who are feeling unwell on the date of the EGM are advised not to attend the Physical Meeting. There will be no option for Shareholders to participate virtually.
Kindly note that we will not be serving food or snacks and there will be no distribution of vouchers or door gifts at the upcoming EGM.
- An electronic copy of this Notice, the Circular and the accompanying Proxy Form have been made available on:
 - the Company's corporate website at <https://www.icp.com.sg>; and
 - the website of the SGX-ST at <http://www.sgx.com/securities/company-announcements>.
- Please note that no printed copies of the Circular will be despatched to Shareholders.** However, Shareholders may also obtain printed copies of the Circular, during normal business hours and up to the Closing Date, from the Registrar located at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896 or by submitting a request to the Registrar by email to main@zicoholdings.com. Please state your full name as registered with CDP, your CPFIS Agent Bank, your SRS Agent Bank, or as shown in the Register (as the case may be), your mailing address, and the last four (4) digits of your identification number(s) in your email request. By sending the email request to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your email request or which is otherwise collected from you or your authorised representative(s), for the purpose of processing and effecting your request. If we do not receive your request by 4 June 2025, it would indicate that you agree to access the Circular from the Company's corporate website and/or the website of the SGX-ST.
- Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the EGM. Please refer to Notes 16 and 17 below for further details.
- Live voting will be conducted for members and proxy(ies) during the EGM. The resolution to be put to the vote of the members at the EGM (and any adjournment thereof) will be voted on by way of a poll.

Voting by Proxy

- A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no proportion is specified, the Company shall be entitled to treat the first-named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second-named proxy as an alternate to the first-named proxy.
- A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. Where a relevant intermediary appoints more than two (2) proxies, separate Proxy Forms should be used.

A "relevant intermediary" is:

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds Shares in that capacity; or
- the CPF Board (the "CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

- A proxy need not be a member of the Company.
- The instrument appointing proxy(ies) must be submitted not less than seventy-two (72) hours before the time appointed for holding the EGM in the following manner:
 - if submitted electronically, be submitted via email to the Company's polling agent at icp-egm@complete-corp.com; or
 - 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,
 in each case, by 11.00 a.m. (Singapore time) on 6 June 2025, being not less than seventy-two (72) hours before the time appointed for holding the EGM.
- Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her/it from attending, speaking and voting at the EGM if he/she/it so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
- CPFIS and SRS investors:
 - may vote at the EGM if they are appointed as proxies by their respective CPFIS Agent Banks/SRS Operators and should contact their respective CPFIS Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman as proxy to vote on their behalf at the EGM, in which case they should approach their CPFIS Agent Banks/SRS Operators to submit their votes,
 in each case, by 11.00 a.m. (Singapore time) on 28 May 2025, being seven (7) working days before the time appointed for holding the EGM.
- Each Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be either executed 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.
- A corporation, being a Shareholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 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.
- In the case of a member whose shares are entered against his/her/its name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any Proxy Form lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at seventy-two (72) hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, or illegible (such as in the case where the appointor submits more than one (1) Proxy Form).

Submission of Questions prior to the EGM

- Shareholders, including CPFIS and SRS Investors, may submit any substantial and relevant questions in relation to the resolution to be tabled for approval at the EGM in advance. To do so, all questions must be submitted by 11.00 a.m. (Singapore time) on 24 May 2025 (the "Cut-Off Time") through any of the following means:
 - if submitted electronically, be submitted via email to the Company's polling agent at icp-egm@complete-corp.com; or
 - 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.
 When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPFIS, SRS and/or scrip), for verification purposes.
- The Company will address all substantial and relevant questions relating to the resolution to be tabled for approval at the EGM as received from Shareholders by the Cut-Off Time. The Company will publish its responses to such questions on the Company's corporate website at <https://www.icp.com.sg> and on website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> not later than 11.00 a.m. (Singapore time) on 4 June 2025. If substantial and relevant questions are submitted after the above mentioned Cut-Off Time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- The Company will publish the minutes of the EGM (together with the responses to any subsequent clarification sought, or follow-up questions, in respect of substantial and relevant matters relating to the resolution to be tabled for approval at the EGM, addressed by the Company at the EGM) on the website of the SGX-ST at www.sgx.com/securities/company-announcements within one (1) month from the date of the EGM.

Personal Data Privacy: By (a) attending the EGM and/or any adjournment thereof, or submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof or (b) submitting any questions prior to the EGM, 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 proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof), addressing substantial and relevant questions from members received in advance of the EGM, and 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, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.