

**NOTICE OF TWENTY-FOURTH (24TH) ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (24th) Annual General Meeting ("24th AGM") of the Company will be held at the Auditorium, 1st Floor, Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur on Friday, 28 September 2018 at 11.00 a.m. to transact the following businesses:

**AGENDA****Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect the following Directors who retire pursuant to Article 86 of the Company's Articles of Association:
  - (a) Datuk Nik Azman Bin Mohd Zain Resolution 1
  - (b) Dato' Dr. Abu Talib Bin Bachik Resolution 2
3. To approve the payment of Directors' Fees and allowances amounting to RM571,600.00 for the financial year ended 31 March 2018. Resolution 3
4. To approve the Directors' Fees and allowances of up to RM700,000.00 from 1 April 2018 until the next Annual General Meeting. Resolution 4
5. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

**Special Business**

To consider and, if thought fit, to pass the following ordinary resolutions:-

6. **AUTHORITY TO ISSUE SHARES** Resolution 6
 

"THAT subject always to the Companies Act, 2016 ("Act"), Articles of Association of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Section 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total issued and paid-up share capital of the Company at the time of issue and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** Resolution 7

"THAT approval be and is hereby given to the Company and its subsidiaries ("ICB Group") to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 31 July 2018, provided that such arrangements and/or transactions which are necessary for ICB Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate").

THAT the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

8. **AUTHORITY FOR MR. CHAN FEOI CHUN TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given for Mr. Chan Feoi Chun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Articles of Association.

**BY ORDER OF THE BOARD****WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

31 July 2018

**NOTES:**

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
7. The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. Provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy.
8. General Meeting Record of Depositors
 

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 24 September 2018. Only a depositor whose name appears on the Record of Depositors as at 24 September 2018 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

**EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS**

1. **Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 March 2018**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
2. **Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Section 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Twenty-Third Annual General Meeting of the Company held on 6 September 2017 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.
3. **Ordinary Resolution 7 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 7, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not detrimental to the interest of the minority shareholders. Please refer to the Circular to Shareholders dated 31 July 2018 for further information.
4. **Ordinary Resolutions 8 - Authority for Mr. Chan Feoi Chun to Continue in Office as Independent Non-Executive Directors of the Company Pursuant to the Malaysian Code On Corporate Governance 2017 ("MCCG")**

Mr. Chan Feoi Chun was appointed as an Independent Non-Executive Director of the Company on 23 January 2009 and has therefore served for more than nine (9) years. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director, and pursuant to Practice 4.2 of the MCCG, the Board will seek the approval of the shareholders at the Twenty-Fourth Annual General Meeting of the Company.