

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifty-First Annual General Meeting of Iconic Worldwide Berhad will be held at the Function Room, Level 7, Iconic Hotel at 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang on Monday, 28 September 2020 at 10.30 a.m. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A**
- AS ORDINARY BUSINESS**
2. To re-elect the following Directors retiring under Clause 76(3) of the Constitution of the Company, and who, being eligible, have offered themselves for re-election:-
  - (i) Dato' Ir Zainurin bin Karman **Ordinary Resolution 1**
  - (ii) Mr Tan Cho Chia **Ordinary Resolution 2**
3. To re-elect the following Directors retiring under Clause 78 of the Constitution of the Company, and who, being eligible, have offered themselves for re-election:-
  - (i) Ms Tan Seok Ying **Ordinary Resolution 3**
  - (ii) Ms Ong Lay See **Ordinary Resolution 4**
  - (iii) Mr Jason Chung Wei Chiun **Ordinary Resolution 5**
4. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 6**
5. To approve the payment of Directors' fees of RM228,000 for the financial year ended 31 March 2020. **Ordinary Resolution 7**
6. To approve the payment of Directors' benefits of up to RM25,000 in accordance with Section 230(1) of the Companies Act 2016 from 28 September 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 8**
- AS SPECIAL BUSINESS**
- To consider and if thought fit, to pass with or without modifications the following resolutions:-
- Ordinary Resolutions**
7. **Authority to continue in office as Independent Non-Executive Directors**  
"THAT subject to the passing of Ordinary Resolution 1, authority be and is hereby given to Dato' Ir Zainurin bin Karman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **Ordinary Resolution 9**  
"THAT authority be and is hereby given to Mr Lim Thian Loong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **Ordinary Resolution 10**
8. **Authority to Issue Shares**  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company and subject to approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities." **Ordinary Resolution 11**
9. **Proposed Renewal of Share Buy-Back Authority**  
"THAT subject to the provisions under the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("ICONIC") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Proposed Renewal of Share Buy-Back Authority"). THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's retained profits.  
THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any ICONIC Shares so purchased by the Company in the following manner:-  
(i) the ICONIC Shares so purchased could be cancelled; or  
(ii) the ICONIC Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or  
(iii) combination of (i) and (ii) above; or  
(iv) in accordance with the relevant prevailing statutory provisions and guidelines.  
THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-  
(i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or  
(ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or  
(iii) the authority is revoked or varied by resolution of the shareholders of the Company in a general meeting;  
whichever occurs first.  
And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **Ordinary Resolution 12**
10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Company's Constitution, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties as set out in Appendix I of the Circular to Shareholders dated 28 August 2020 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate").  
THAT the Directors be empowered to do all such acts and things to be considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.  
THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting; or  
(b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(c) revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting;  
whichever is earlier.  
And THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution." **Ordinary Resolution 13**
11. To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

**LIM CHOO TAN (LS 0008888) (PC No. 202008000713)**  
**CHEW SIEW CHENG (MAICSA 7019191) (PC No. 202008001179)**  
**Company Secretaries**  
Penang  
Date: 28 August 2020

**Note A**

This Agenda Item is meant for discussion only as the provision of Section 248(2) and Section 340 of the Companies Act 2016 do not require a formal approval of the shareholders and hence is not put forward for voting.

**NOTES:**

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 19 September 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang.
  - (ii) By electronic means  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online> (applicable to individual shareholders only). Please refer to the Annexure to the proxy form on the procedures for electronic lodgement of proxy form via TIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is 10.30 a.m. on 26 September 2020 (Saturday).
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.
14. Those proxy forms which are indicated with "✓" in the spaces provided to show how the votes are to be cast will also be accepted.

**EXPLANATORY NOTES**

1. **Ordinary Resolution 7 - To approve the payment of Directors' fees of RM228,000 for the financial year ended 31 March 2020**  
The Ordinary Resolution 7, if passed, will authorise the payment of the Directors' fees for the financial year ended 31 March 2020 amounting to RM228,000.
2. **Ordinary Resolution 8 - To approve the payment of Directors' benefits of up to RM25,000 in accordance with Section 230(1) of the Companies Act 2016 with effect from 28 September 2020 until the next Annual General Meeting of the Company**  
The Ordinary Resolution 8, if passed, will authorise the payment of Directors' benefits of up to RM25,000 in accordance with Section 230(1) of the Companies Act 2016 with effect from 28 September 2020 until the next Annual General Meeting of the Company.
3. **Ordinary Resolution 9 - Authority to continue in office as an Independent Non-Executive Director**  
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Ir Zainurin bin Karman. Dato' Ir Zainurin bin Karman has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent and believes that he should be re-appointed and retained as Independent Non-Executive Director, in particular his experience and contributions to the Board. The Board will be seeking for shareholders' approval through a two-tier voting process as recommended by the Malaysian Code on Corporate Governance 2017 ("MCCG 2017") at the 51<sup>st</sup> AGM to retain him as an Independent Non-Executive Director ("INED") as his tenure as an INED has exceeded 12 years.
4. **Ordinary Resolution 10 - Authority to continue in office as an Independent Non-Executive Director**  
The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Lim Thian Loong. Mr Lim Thian Loong has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent and believes that he should be re-appointed and retained as Independent Non-Executive Director, in particular his experience and contributions to the Board. The Board will be seeking for shareholders' approval through a two-tier voting process as recommended by the Malaysian Code on Corporate Governance 2017 ("MCCG 2017") at the 51<sup>st</sup> AGM to retain him as an Independent Non-Executive Director ("INED") as his tenure as an INED has exceeded 9 years.
5. **Ordinary Resolution 11 - Authority to issue shares**  
This general mandate for issue of shares ("the Mandate") was sought for in the preceding year and the Board did not carry out the Mandate since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on 28 September 2020, the Board is desirous of seeking a fresh general mandate at the forthcoming AGM.  
In view of the challenging time due to the Covid-19 pandemic, Bursa Malaysia Securities Berhad had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Listing Requirement of Bursa Malaysia Securities Berhad of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities.  
The Board, having considered the current economic climate and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interest of the Company and its shareholders.  
This proposed Ordinary Resolution 11, if passed, will provide flexibility for the Company and empower the Directors of the Company to issue and allot new shares in the Company up to an amount not exceeding in total 20% of the total number of issued share of the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition. This authority will, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.
6. **Ordinary Resolution 12 - Proposed Renewal of Share Buy-Back Authority**  
The proposed Ordinary Resolution 12 if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.
7. **Ordinary Resolution 13 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The proposed Ordinary Resolution 13, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. Please refer to the Circular to Shareholders dated 28 August 2020 for more information.

# ADMINISTRATIVE GUIDE FOR THE 51<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM”)

**Date** : 28 September 2020  
**Time** : 10.30 a.m.  
**Venue** : Function Room, Level 7, Iconic Hotel, 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang

## 1. SAFETY MEASURES IN LIGHT OF THE COVID-19 OUTBREAK

The Company takes the well-being of employees, shareholders, customers, suppliers and service providers seriously. As a precautionary measure, we will be conducting temperature checks on all persons upon arrival at the AGM venue.

If you have travelled overseas in the past 14 days prior to the date of the 51<sup>st</sup> AGM or have been in contact with a Covid-19 affected person or if you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please quarantine yourself at home. You are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the AGM on your behalf.

The Company reserves the right to deny entry to anyone with a temperature of 37.5 degrees Celsius or higher and/or showing symptoms of respiratory illness such as coughing and sneezing.

## 2. ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only a shareholder whose name appears on the Record of Depositor as at 18 September 2020 shall be entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

## 3. NO REFRESHMENT, DOOR GIFTS OR FOOD VOUCHERS

There will be no refreshment, door gifts or food vouchers provided to shareholders, proxies and invited guests who attend the 51<sup>st</sup> AGM.

## 4. PRE-REGISTRATION TO ATTEND THE ANNUAL GENERAL MEETING

Shareholders are required to register ahead of the 51<sup>st</sup> AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.

Please do read and follow the following procedures to pre-register your physical attendance at the 51<sup>st</sup> AGM via the TIIH Online website at <https://tiih.online>:-

- Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the “**e-Services**”. If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
- Select the corporate event: “**(REGISTRATION) ICONIC 51<sup>st</sup> AGM**”.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Select “**Register for Physical Attendance at Meeting Venue**”.
- Review your registration and proceed to register.
- System will send an e-mail to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
- After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail **after 26 September 2020** to approve or reject your registration to attend physically at the Meeting Venue.

Please note that only a depositor whose name appears on the Record of Depositor as at **18 September 2020** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 51<sup>st</sup> AGM.

## ADMINISTRATIVE GUIDE FOR THE 51<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM”) (CONT'D)

### 5. POLL VOTING

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll and Coopers Professional Scrutineers Sdn Berhad as Scrutineers to verify the poll results.

### 6. APPOINTMENT OF PROXY

A shareholder who is unable to attend the 51<sup>st</sup> AGM on 28 September 2020 may appoint proxy and indicate the voting instructions in the proxy form. Please deposit the proxy form at the registered office of the Company situated at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang.

For individual shareholders, you have the option of submitting the proxy form electronically via TIIH Online at <https://tiih.online>. Please refer to the Annexure to proxy form for details.

The last date and time for lodging the proxy form is Saturday, 26 September 2020 at 10.30 a.m.

Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:

- a. Identity card (NRIC) (Malaysian), or
- b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
- c. Passport (Foreigner).

7. Shareholders are also reminded to monitor the Company's website and announcements for any changes to 51<sup>st</sup> AGM arrangements.
8. If you have any enquiries on the above, please contact the following person-in-charge during office hours on Mondays to Fridays from 9.00am to 5.30pm (except on public holidays):

#### **Tricor Investor & Issuing House Services Sdn Bhd**

General / Fax No. : 603-2783 9299 / 603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Pn. Azizah : 603-2783 9260 / [azizah@my.tricorglobal.com](mailto:azizah@my.tricorglobal.com)

Mr. Tee Yee Loon : 603-2783 9242 / [yee.loon.tee@my.tricorglobal.com](mailto:yee.loon.tee@my.tricorglobal.com)