

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of ICAPITAL.BIZ BERHAD ("Capital" or "Company") will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice:-

Meeting Platform : <https://web.lumiagm.com/>
Meeting Title : ICAPITAL.BIZ BERHAD 16TH VIRTUAL AGM
Day, Date and Time : Saturday, 28 November 2020 at 9.00 a.m.
Broadcast Venue : The Boardroom
Lot 16.01, 16th Floor, Plaza First Nationwide
No. 161 Jalan Tun H.S. Lee
50000 Kuala Lumpur
Mode of Communication : 1. Submit questions to the Board prior to the 16th AGM by emailing to enquiries@cdam.biz no later than 9.00 a.m. on Thursday, 26 November 2020.
2. Pose questions to the Board via real time submission of typed texts at <https://web.lumiagm.com/> during live streaming of the 16th AGM.

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 May 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To approve the Directors' fees payable to the Directors of the Company amounting to RM246,373.00 for the financial year ended 31 May 2020. **Ordinary Resolution 1**
3. To re-elect Dato' Sri Syed Ismail Bin Dato' Haji Syed Azizan as a Director who is to retire pursuant to Clause 100(1) of the Constitution of the Company and, being eligible, has offered himself for re-election. **Ordinary Resolution 2**
4. To re-elect Mr Boh Boon Chiang as a Director who is to retire pursuant to Clause 107 of the Constitution of the Company and, being eligible, has offered himself for re-election. **Ordinary Resolution 3**
5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

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

6. Payment of Benefits Payable to the Directors under Section 230(1)(b) of the Companies Act 2016 **Ordinary Resolution 5**
"THAT the benefits payable to the Directors of the Company of up to an aggregate amount of RM70,000.00 for the period from 29 November 2020 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved for payment on monthly in arrears after each month of completed service of the Directors."
7. To transact any other business for which due notice shall have been given pursuant to the Companies Act 2016.

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No.: 202008001023) (MAICSA 7009143)
WONG WEI FONG (SSM PC No.: 201908001352) (MAICSA 7006751)
Company Secretaries

Selangor Darul Ehsan

Dated: 21 October 2020

NOTES:-

1. IMPORTANT NOTICE

In view of the COVID-19 health concerns and to safeguard the wellbeing of Share Owners, the 16th AGM will be conducted virtually through live streaming and online voting using the Remote Participation and E-Voting ("RPV") facility from the Broadcast Venue. Therefore, there will not be a physical meeting venue for Share Owners to participate the AGM in person, as we take every necessary precaution to minimise the risk of COVID-19 infections. Kindly refer to Administrative Guide for more information.

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** and Clause 70(1) of the Company's Constitution which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the shareholders of the Company to participate and to exercise the members' right to speak and vote at the general meeting and the Chairman shall be present at the main venue of the AGM. Share Owners should not be physically present and **WILL NOT BE ALLOWED** entry to the Broadcast Venue during the AGM. Any Share Owners who turn up at the Broadcast Venue would be requested to leave the venue politely.

Share Owners are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 16th AGM using RPV Facility provided by Boardroom Share Registrar Sdn. Bhd. **Please follow the Procedures for RPV facility in the Administrative Guide for the 16th AGM in order to participate remotely via RPV facility.**

2. A member of the Company who is entitled to attend and vote at the 16th AGM of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the 16th AGM.
3. 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 with ordinary shares of the Company standing to the credit of the said securities account.
4. 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 Central Depositories Act which is exempted from compliance with the provisions or subsection 25A(1) of Central Depositories Act.
5. 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.
6. A proxy need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 16th AGM of the Company shall have the same rights as the member to speak at the 16th AGM.
7. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
8. The appointment of proxy must:-
 - (i) In the case of an appointment made in hard copy form, be deposited at the Company's Share Registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the 16th AGM or adjourned meeting at which the person named in the appointment proposes to vote together with any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the Board;
 - (ii) In the case of an appointment made by electronic means,
 - (a) via Fax to 603-7890 4670
be received not less than 48 hours before the time appointed for holding the 16th AGM or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which such an appointment is made or a copy of the authority, certified notarially or in some other manner approved by the Board, must, if required by the Board, be received at the Company's Share Registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the 16th AGM or adjourned meeting at which the person named in the appointment proposes to vote;
 - (b) via Boardroom's Smart Investor Portal at <https://boardroomlimited.my>
by logging in and selecting "E-PROXY LODGEMENT" not less than forty-eight (48) hours before the time appointed for holding the 16th AGM or adjourned meeting at which the person named in the appointment proposes to vote.
 - (iii) in the case of a poll, be received as aforesaid not less than 24 hours before the time appointed for the talking of the poll.
9. In respect of deposited securities, only members whose names appear on the Record of Depositors on **18 November 2020** (General Meeting Record of Depositors) shall be eligible to attend the 16th AGM or appoint proxy(ies) to attend and/or vote on his behalf.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the 16th AGM will be put to vote by way of poll. Poll Administrator and independent Scrutineers will be appointed by the Company to conduct the poll process and verify the results of the poll respectively.

EXPLANATORY NOTES:-

1. Agenda item no. 1 - Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of Share Owners for the Audited Financial Statements. Hence, this item on the Agenda will not be put forward for voting.

2. Ordinary Resolution 5 - Payment of Benefits Payable to the Directors

The benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 will only be made by the Company monthly in arrears after each month of completed service of the Directors, if the resolution is passed. The benefits payable has been reviewed by the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period of between 29 November 2020 until the next Annual General Meeting of the Company. The benefits comprise allowance for attendance at the Board and Board Committee meetings and such other benefits which have been/may be approved by the Board of Directors. The estimated amount of benefits is determined based on the scheduled and special meetings of the Board and Board Committees to be held during the period from 29 November 2020 until the next Annual General Meeting as well as the number of Directors. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

PRESENTATION OF INVESTMENT PORTFOLIO OF THE COMPANY

In order to keep the share owners abreast of the investments of the Company for the financial year ended 31 May 2020, the Board is pleased to invite the share owners of the Company to attend the Presentation on the Company's Investment Portfolio by Mr Tan Teng Boo, the Designated Person of the Fund at the 16th AGM.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 16th AGM and/or adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 16th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 16th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) 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.

ICAPITAL.BIZ BERHAD

200401036389 (674900-X)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 16TH ANNUAL GENERAL MEETING OF ICAPITAL.BIZ BERHAD

Meeting Platform	:	https://web.lumiagm.com/
Meeting Title	:	ICAPITAL.BIZ BERHAD 16TH VIRTUAL AGM
Day, Date and Time	:	Saturday, 28 November 2020 at 9.00 a.m.
Broadcast Venue	:	The Boardroom Lot 16.01, 16th Floor, Plaza First Nationwide No. 161 Jalan Tun H.S. Lee 50000 Kuala Lumpur
Mode of Communication	of :	<ol style="list-style-type: none">1. Submit questions to the Board prior to the 16th AGM by emailing to enquiries@cdam.biz no later than 9.00 a.m. on Thursday, 26 November 2020.2. Pose questions to the Board via real time submission of typed texts at https://web.lumiagm.com/ during live streaming of the 16th AGM.

GENERAL MEETING ARRANGEMENTS

As the CORONAVIRUS (“COVID-19”) PANDEMIC situation in Malaysia is constantly evolving, we may be required to change AGM arrangements at short notice and will notify you of these changes.

COVID-19 PANDEMIC

In view of the COVID-19 health concerns and to safeguard the wellbeing of Share Owners, the 16th Annual General Meeting (“AGM”) will be conducted virtually through live streaming and online voting using the Remote Participation and E-Voting (“RPV”) facility from the Broadcast Venue. Therefore, there will not be a physical meeting venue for Share Owners to participate in person, as we take every necessary precaution to minimise the risk of COVID-19 infections.

The above arrangement is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia, which provides guidance for listed issuers to conduct fully virtual general meeting, without a physical meeting venue, beyond the Recovery Movement Control Order and (RMCO) and Conditional Movement Control Order (CMCO) period.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Clause 70(1) of the Company’s Constitution which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members’ right to speak and vote at the general meeting and the Chairman shall be present at the main venue of the AGM.

This is also in line with Practice 12.3 of the Malaysian Code on Corporate Governance, by conducting a fully virtual AGM, this would facilitate greater Share Owner participation as it facilitates electronic voting and remote Share Owners’ participation.

With the RPV Facility, you may exercise your right as a Share Owner of the Company to participate (including to pose questions to the Board of Directors of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Share Owners should not be physically present and **WILL NOT BE ALLOWED** entry to the Broadcast Venue during the AGM. Any Share Owners who turn up at the Broadcast Venue will

be politely requested to leave the venue.

REMOTE PARTICIPATION AND E-VOTING FACILITY (“RPV FACILITY”)

Share Owners are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 16th AGM using RPV Facility provided by Boardroom Share Registrars Sdn. Bhd. at <https://web.lumiagm.com/>.

Share Owners who wish to participate at the 16th AGM via RPV Facility must **register** himself/herself for RPV Facility via Boardroom Smart Investor Portal at <https://boardroomlimited.my> no later than **9.00 a.m., Thursday, 26 November 2020**. Registration applications made after 9.00 a.m. on Thursday, 26 November 2020, will be considered invalid and will not be able to be processed by the system.

Share Owners who appoint proxies to participate via RPV Facility in the 16th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to our Share Registrar no later than **9.00 a.m., Thursday, 26 November 2020**.

Corporate representatives of corporate share owners who wish to participate at the 16th AGM must deposit their original certificate of appointment of corporate representative to our Share Registrar not later than **9.00 a.m., Thursday, 26 November 2020**.

Nominee Companies who hold shares in their Central Depository System (CDS) account on behalf of beneficiaries [whereby the beneficiaries wish to participate at the 16th AGM via RPV Facility], must deposit their proxy forms in a hard copy form or by electronic means with the Share Registrar not later than **9.00 a.m., Thursday, 26 November 2020**.

Attorneys appointed by power of attorney who wish to participate at the 16th AGM must deposit their power of attorney with the Share Registrar not later than **9.00 a.m., Thursday, 26 November 2020**.

A Share Owner who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 16th AGM via RPV Facility must request his/her proxy or attorney or authorised representative to register himself/herself for RPV Facility no later than 9.00 a.m., Thursday, 26 November 2020. Registration applications made after 9.00 a.m. on Thursday, 26 November 2020, will be considered invalid and will not be able to be processed by the system.

As the 16 th AGM is a fully virtual AGM, Share Owners who are unable to participate in this AGM may appoint the Chairman of the meeting as his/her proxy and indicate their voting instructions in the proxy form.

If a Share Owner has submitted his/her Proxy Form appointing the Chairman of the meeting as his/her proxy to vote on his/her behalf at the 16th AGM, such appointment shall be revoked upon registration of the Share Owner/Corporate Representative/Proxy no later than **9.00 a.m., Thursday, 26 November 2020** to participate remotely via RPV at the 16th AGM.

Please note that the Company shall deem that Share Owners have no objection to using the provision in the Proxy Form which has designated the Chairman of the meeting as the authorised person to vote on behalf of Share Owners until further instructions are received. The appointed Poll Administrator of this 16th AGM shall be notified of such arrangement accordingly.



ENTITLEMENTS TO ATTEND, SPEAK AND VOTE

In respect of deposited securities, only Share Owners whose names appear on the Record of Depositors on **18 November 2020** (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting via RPV facility.

PROCEDURES FOR REMOTE PARTICIPATION AND E-VOTING (“RPV”)

Share Owners/Proxies/Corporate Representatives/Attorneys who wish to participate the 16th AGM remotely using the RPV facility are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE 16TH AGM DAY		
1.	Register as a user with Boardroom Smart Investor Portal	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (for Malaysian) front and back or Passport (for non-Malaysian). d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be provided.
2.	Submit request for remote participation	<p>Registration will be opened on Wednesday, 21 October 2020. Please note that the closing time to submit your request is on Thursday, 26 November 2020 at 9.00 a.m. (i.e. 48 hours before the commencement of the AGM).</p> <p>Individual Share Owner</p> <ol style="list-style-type: none"> a. Log in to https://boardroomlimited.my b. Select “Hybrid/Virtual Meeting” from main menu and select the correct Corporate Event “ICAPITAL.BIZ BERHAD 16TH VIRTUAL AGM”. c. Enter your CDS Account. d. Read and agree to the Terms & Conditions and thereafter submit your request for remote participation. <p>Corporate Share Owners</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Share Owner, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. b. Please provide a copy of Corporate Representative’s MyKAD (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Share Owner, CDS Account Number accompanied with the Form of Proxy to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address.

3.	Email notification	<p>a. You will receive notification(s) from Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) that your request(s) has been received and is/are being verified.</p> <p>b. Upon system verification against the General Meeting Record of Depositories as at 18 November 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password after the proxy submission deadline is closed.</p>
ON THE 16TH AGM DAY		
4.	Login to Meeting Platform	<p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM.</p> <p>b. The Meeting Platform can be accessed via one of the following:-</p> <ul style="list-style-type: none"> ➤ Download the free Lumi AGM application from the Apple App Store or Google Play Store; ➤ Scan the QR Code provided in the email notification; ➤ Navigate to the website at https://web.lumiagm.com/ <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
5.	Participate	<p>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and capacity of the participant raising the question (e.g. whether the questions are posed by a Share Owner or their proxy).]</p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the AGM, select the messaging icon and type your message within the chat box. Once you have completed typing your question, please click the Submit button. </p>
6.	Voting	<p>a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press “Cancel”.</p>
7.	End of remote participation	Upon the announcement by the Chairman of the meeting on the closure of the 16 th AGM, the Live Streaming will end.

Note to users of the RPV facility:

1. Should your registration to join the 16th AGM be approved, the system will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to <https://web.lumiagm.com/> on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streaming meeting or online voting on the meeting day, kindly call the Help Line of our Share

Registrar, Boardroom Share Registrars Sdn. Bhd. Details of our Share Registrar's office can be found in the enquiry section of this document.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Share Owners may and are encouraged to submit questions for the Board in advance of the 16th AGM by emailing to enquiries@cdam.biz no later than **9.00 a.m., Thursday, 26 November 2020**. During the AGM, the Board will endeavor to answer the questions received.

PROXY

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the meeting (i.e. by 9.00 a.m., Thursday, 26 November 2020). Details of our Share Registrar's office can be found in the enquiry section of this document.

Alternatively, you may deposit your proxy form(s) by electronic means (1) through the Boardroom's Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT" or (2) via FAX to 603-7890 4670 not less than forty-eight (48) hours before the time appointed for holding the meeting (i.e. by 9.00 a.m., Thursday, 26 November 2020).

REVOCAION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com forty-eight (48) hours before the meeting, to inform our Share Registrar of your intention to revoke the earlier appointed proxy.

NO GIFT DISTRIBUTION

There will be **no gift distribution** for the Share Owners/Proxies at the 16th AGM, in view of health concerns relating to COVID-19 Pandemic.

POLL VOTING

The voting at the 16th 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 Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and Malaysian Issuing House Sdn. Bhd. as Scrutineers to verify the poll results.

Share Owners can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and **submit your votes at any time from the commencement of the 16th AGM at 9.00 a.m.** Kindly refer to Procedures for RPV for guidance on how to vote remotely from the meeting platform at <https://web.lumiagm.com/>. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 16th AGM is allowed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays):

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700
Fax Number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the Share Owner of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Share Owner agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Share Owner's breach of warranty.