

**ICONIC WORLDWIDE BERHAD**

Registration No. 196901000067 (8386-P)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Iconic Worldwide Berhad (“Iconic” or “Company”) will be held at Iconic Hotel, Function Room, Level 7, No 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang on Monday, 9 November 2020 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any amendments:

**ORDINARY RESOLUTION 1**

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF ICONIC AND ITS SUBSIDIARIES TO INCLUDE THE MANUFACTURE AND TRADING OF PERSONAL PROTECTIVE EQUIPMENT WHICH INCLUDES GLOVES AND DISPOSABLE FACE MASKS (“PROPOSED DIVERSIFICATION”)**

“THAT subject to the provisions of the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company and its subsidiaries (“Iconic Group”) to diversify its operations into healthcare related business, which might reasonably be expected to result in:

- (a) the diversion of 25% or more of the net assets of Iconic Group to an operation which differs widely from those operations previously carried on by Iconic Group; or
- (b) the contribution from such an operation of 25% or more of the net profits of the Iconic Group pursuant to Paragraph 10.13(1) of the Listing Requirements of Bursa Malaysia;

AND THAT the Directors of the Company be authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Iconic Group in order to implement, finalise and give full effect to the Proposed Diversification.”

**ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF ICONIC TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“THAT subject to the passing of Ordinary Resolution 1 and approval of all the relevant authorities, approval be and is hereby given to the Board to allot and issue up to 97,114,200 new ordinary shares in the Company (“Iconic Shares” or “Shares”) (“Placement Shares”) by way of private placement to independent third party investor(s) to be identified later, representing up to approximately 30% of the total number of issued shares of the Company in one or several tranches at an issue price for each tranche to be determined at a later date by the Board (“Price-Fixing Date”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company (“Shareholders”) dated 23 October 2020 (“Circular”).

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of the Shares up to and including the Price-Fixing Date.

THAT the Board of the Company be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein and approval is hereby given for the Company to make or grant an agreement, option or offer for the Placement Shares and for such Placement Shares to be allotted and issued after the conclusion of the annual general meeting held next after this approval is given.

AND THAT the Board of the Company be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors of the Company may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

**By Order of the Board**

**ICONIC WORLDWIDE BERHAD**

**LIM CHOO TAN (LS 0008888)(SSM PC No. 202008000713)**

**CHEW SIEW CHENG (MAICSA 7019191)(SSM PC No. 202008001179)**

Company Secretaries

Penang  
23 October 2020

**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 30 October 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).
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 notarially 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 7 November 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.

**IMPORTANT NOTICE:-**

In the event the Conditional Movement Control Order is implemented in Penang due to the Covid-19 pandemic, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting from the Broadcast Venue at Iconic Hotel, Function Room, Level 7, No 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang on 9 November 2020 as scheduled.

The date and time of the EGM shall remain unchanged. In such circumstances, there will no longer be a physical meeting. Shareholders will not be allowed to be physically present at the Broadcast Venue on the day of the meeting.

Please check the Company’s website for announcements on the latest updates on the EGM from time to time.



**ICONIC WORLDWIDE BERHAD**

Registration No. 196901000067 (8386-P)  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)**

Date : 9 November 2020  
Time : 10.30 a.m.  
Venue : Iconic Hotel, Function Room, Level 7, 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 EGM venue.

If you have travelled overseas in the past 14 days prior to the date of the EGM 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 EGM 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 Depositors as at 30 October 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 EGM.

**4. PRE-REGISTRATION TO ATTEND THE EXTRAORDINARY GENERAL MEETING**

Shareholders are required to register ahead of the EGM 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 EGM 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 EGM**”.
- 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 7 November 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 **30 October 2020** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the EGM.

## 5. POLL VOTING

The voting at the EGM 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 EGM on 9 November 2020 may appoint proxy and indicate the voting instructions in the proxy form. Please deposit the proxy form with the 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 follow the procedures to submit your proxy form electronically which are summarised below:

	Procedure	Action
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: "Submission of Proxy Form".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the proxy form for your record.</li> </ul>

The last date and time for lodging the proxy form is Saturday, 7 November 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. In the event the Conditional Movement Control Order is implemented in Penang due to the Covid-19 pandemic, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting from the Broadcast Venue at Iconic Hotel, Function Room, Level 7, No 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang on 9 November 2020 as scheduled.

The date and time of the EGM shall remain unchanged. In such circumstances, there will no longer be a physical meeting. Shareholders will not be allowed to be physically present at the Broadcast Venue on the day of the meeting.

Please check the Company's website for announcements on the latest updates on the EGM from time to time.

8. If you have any enquiries on the above, please contact the following person-in charge during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (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.Loan.Tee@my.tricorglobal.com](mailto:Yee.Loan.Tee@my.tricorglobal.com)

