

**ICON OFFSHORE BERHAD**  
[Registration No. 201201011310 (984830-D)]  
(Incorporated in Malaysia)

15 May 2024

**To: All The Shareholders of Icon Offshore Berhad (“Icon” or “the Company”)**

Dear Sir / Madam,

**ADDENDUM TO THE NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING (“TWELFTH AGM”) AND PROXY FORM FOR INCLUSION OF ADDITIONAL ORDINARY RESOLUTIONS UNDER ORDINARY BUSINESS**

Pursuant to the appointments of Mr. Lim Chern Wooi as Executive Director and Dato’ Syed Naqiz Shahabuddin bin Syed Abdul Jabbar as Independent Non-Executive Director of the Company on 10 May 2024, that being subsequent to the issuance of the Notice of Twelfth AGM of the Company dated 30 April 2024 (“Notice”), **NOTICE IS HEREBY GIVEN** by way of Addendum to the Notice that the following additional Ordinary Resolutions be included as Agenda item 4A for the Twelfth AGM of the Company to be conducted on a virtual basis at the broadcast venue of the Company’s Boardroom, 16-01, Level 16, Menara Tan & Tan, 207 Jalan Tun Razak, 50450 Kuala Lumpur, Wilayah Persekutuan via remote participation and electronic voting facilities on Thursday, 30 May 2024 at 10:00 a.m.:-

**1. NOTICE OF TWELFTH AGM**

**ORDINARY BUSINESS**

To insert the following Ordinary Resolutions as additional agenda item of the Notice:

- |   |   |
|---|---|
| 4A. To re-elect the following Directors who are retiring in accordance with Clause 107 of the Company’s Constitution and being eligible, have offered themselves for re-election: | <b>[Please refer to Explanatory Note (v)]</b> |
| (a) Mr. Lim Chern Wooi  | <b>Resolution 5</b>                           |
| (b) Dato’ Syed Naqiz Shahabuddin Bin Syed Abdul Jabbar  | <b>Resolution 6</b>                           |

**2. EXPLANATORY NOTES**

To insert the following Explanatory Notes to Ordinary Business/ Special Business:

- (v) Item 4A of the Agenda – Re-election of Directors

Clause 107 of the Company’s Constitution provides that the Directors shall have power at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not be increased beyond the maximum number hereinbefore prescribed. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

Mr. Lim Chern Wooi (“**Mr. Lim**”) and Dato’ Syed Naqiz Shahabuddin Bin Syed Abdul Jabbar (“**Dato’ Syed Naqiz**”) were appointed on 10 May 2024 as Executive Director and Independent Non-Executive Director of the Company respectively; and are standing for re-election as Directors of the Company in accordance with Clause 107 of the Company’s Constitution and being eligible, have offered themselves for re-election at the Twelfth AGM of the Company.

The Nomination and Remuneration Committee (“NRC”) had assessed their suitability and fitness during the recruitment and appointment process. As such, the Board through the NRC recommended the re-election of Mr. Lim and Dato’ Syed Naqiz at the forthcoming Twelfth AGM.

That contingent upon the approval of the aforementioned re-election of Mr. Lim as the Director of the Company, Mr. Lim shall be re-designated from Executive Director to Executive Chairman of the Company upon the retirement of Dato’ Abdul Mutalib Bin Alias as Chairman/Non-Independent Non-Executive Director of the Company at the conclusion of the Twelfth AGM.

This Addendum shall be read together and deemed to be part of the Notice of the Twelfth AGM and the Explanatory Notes provided therein.

Save for the abovementioned, all other information in the Notice of Twelfth AGM remains valid and unchanged. The details and profiles of Mr. Lim and Dato’ Syed Naqiz are appended below for your reference.

A copy of the **Revised Proxy Form** is enclosed herewith for the Shareholders who are entitled to attend and vote at the Twelfth AGM of the Company who wish to appoint a proxy to attend and vote in his/her place.

By Order of the Board

**CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)**  
**CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)**  
**TAN LOO EE (SSM PC NO. 201908002686) (MAICSA 7063694)**  
Company Secretaries

15 May 2024

**Notes:-**

1. The broadcast venue, which is the main venue of the Twelfth AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company’s Constitution, which requires the Chairman to be present at the main venue of the Twelfth AGM. Members, proxies and/or corporate representatives **WILL NOT BE ALLOWED** to be physically present at the broadcast venue on the day of the Meeting.
2. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the Twelfth AGM via the Remote Participation and Electronic Voting facilities (“**RPEV**”) provided by Boardroom Share Registrars Sdn. Bhd. via <https://meeting.boardroomlimited.my/>. Please follow the Procedures for RPEV provided in the Administrative Guide for the Twelfth AGM and read the notes below in order to participate remotely via RPEV.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2024 (“**General Meeting Record of Depositors**”) shall be eligible to attend, speak and vote at the Twelfth AGM or appoint proxy(ies) to attend, participate, speak and vote in his stead.
4. A member who is entitled to participate and vote at the Twelfth AGM via RPEV is entitled to appoint up to two (2) proxies to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

5. A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to participate and vote at the Twelfth AGM is entitled to appoint any person as his proxy to participate and vote instead of the member at the Twelfth AGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the Twelfth AGM shall have the same rights as the member to speak at the Twelfth AGM.
6. A member may appoint not more than two (2) proxies to attend at the same Twelfth AGM. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
8. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. Where an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same Meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
9. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the Twelfth AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (a) By electronic form - The form of proxy can be electronically lodged with the Share Registrar of the Company via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (applicable to Individual Members, Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of form of proxy via Boardroom Smart Investor Portal.
  - (b) In hard copy form - In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.
10. Please refer to the Administrative Guide for shareholders/proxies attending the Twelfth AGM for further details.

**Additional Notes for this Addendum:**

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the Twelfth AGM dated 30 April 2024 (“**Original Proxy Form**”).
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE ORIGINAL PROXY FORM.**
3. In the event the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **the member who has deposited the Original Proxy Form at the share registrar office within the required timeframe is deemed to have appointed and authorised his proxy under the original proxy form to vote or abstain on the additional resolutions as the proxy deems fit.**

## **PROFILE OF THE DIRECTORS**

- Name** : **MR. LIM CHERN WOUI**
- Age** : 38
- Gender** : Male
- Nationality** : Malaysia
- Date of Appointment** : 10 May 2024
- Position in the Company** : Executive Director
- Qualifications** :  
1. Master of Business Administration, RMIT University, Melbourne, Australia  
2. Degree in Bachelor of Applied Science, RMIT University, Melbourne, Australia
- Working experience and occupation** : Mr Lim started his career in Yinson as Business Development Executive in June 2008. He was promoted to Chief Executive Officer for Yinson's Offshore Marine Division on 3 January 2014. He oversees the operation and business of Yinson's Offshore Marine Division including Offshore Support Vessels, tugs and barges. He holds a Bachelor of Applied Science and Master in Business Administration, both from RMIT University, Melbourne, Australia. He is also a Certified Auditor for Quality Management System (ISO 9001:2008); Environmental Management System (ISO 14001:2004); Occupational Health and Safety Management System (OHSAS 18001:2007); International Safety Management (ISM), and International Ship and Port Facility Security (ISPS).
- Directorship of Public Listed Companies and Listed Issuers** : Nil
- Family relationship with any Director and/or Major Shareholder of the Company** : Mr. Lim is the son of Mr. Lim Han Weng, a major shareholder of the Company with indirect interest of 56.67% by virtue of his shareholding in Liannex Maritime Sdn. Bhd. through Liannex Corporation (S) Pte. Ltd.
- Conflict of interest with the Company** : Nil
- Details of interest in the securities of the Company and its subsidiaries** : Nil
- Conviction of offences** : Nil

## **PROFILE OF THE DIRECTORS (CONT'D)**

- Name** : **DATO' SYED NAQIZ SHAHABUDDIN BIN SYED ABDUL JABBAR**
- Age** : 52
- Gender** : Male
- Nationality** : Malaysia
- Date of Appointment** : 10 May 2024
- Position in the Company** : Independent Non-Executive Director
- Qualifications** :
  1. Diploma in Legal Practice, Australia National University, Canberra, Australia
  2. Bachelors of Laws (L.L.B), Australian National University, Canberra, Australia
  3. Solicitor, High Court of Australia
  4. Barrister and Solicitor, Supreme Court of the Australian Capital Territory
  5. Advocate and Solicitor, High Court of Malaya
- Working experience and occupation** : Having practised law for more than 24 years, Dato' Syed Naqiz has acquired in-depth knowledge not only on legal intricacies but has also gained a solid knowledge-base on various industries ranging from finance, capital markets, venture capital, power, property, construction, automotive, defence, technology, telecommunications, hospitality, retail, manufacturing, FMCG and logistics. He has represented and acted against some of the largest multinational companies, public listed companies, governmental and regulatory bodies as well as government-linked companies. Over the years, Dato' Syed Naqiz and the law firm Naqiz & Partners have been ranked as a leading law firm and leading lawyer in Technology, Media, Data, Intellectual Property, Corporate and Projects.

Dato' Syed Naqiz sits on several boards of companies which are involved in various industries including as Chairman of Awan Biru Technology Berhad and as a Director of MMC Corporation Berhad, UOB Asset Management (Malaysia) Berhad, TH Properties Sdn Bhd and Yayasan DRB-HICOM. Dato' Syed Naqiz also previously served as a Commission Member of the Malaysian Communications and Multimedia Commission and a Board member of Penjana Kapital Sdn Bhd and the Kuala Lumpur Business Club (KLBC). On these Boards, Dato' Syed Naqiz played and continues to play an important role on legal and governance issues. His broad industry experience and knowledge also enables him to add value during discussions surrounding risk and strategy, sustainability and trends.

Dato' Syed Naqiz owns and is actively involved in various entrepreneurial pursuits including retail and technology. This keen interest also led him to jointly form a retail association in 2013, known as the Bumiputera Retailers Organisation (BRO) to act as the voice of Bumiputera retailers and wholesalers, where he currently serves as the Vice President.

**Directorship of Public Listed Companies and Listed Issuers** : 1. MMC Corporation Berhad  
2. Yayasan DRB-HICOM  
3. UOB Asset Management (Malaysia) Berhad  
4. Awanbiru Technology Berhad

**Family relationship with any Director and/or Major Shareholder of the Company** : Nil

**Conflict of interest with the Company** : Nil

**Details of interest in the securities of the Company and its subsidiaries** : Nil

**Conviction of offences** : Nil

**ICON OFFSHORE BERHAD**  
 [Registration No. 201201011310 (984830-D)]  
 (Incorporated in Malaysia)

<b>CDS Account No.</b>

<b>Number of ordinary shares</b>

<b>Mobile phone no.</b>

**FORM OF PROXY**

I/We \* \_\_\_\_\_ NRIC No./Passport No./Registration No. \_\_\_\_\_  
 (Full Name in Block Capital)

of \_\_\_\_\_  
 (Full Address)

being a \*member/members of **Icon Offshore Berhad** (“Company”) hereby appoint \_\_\_\_\_  
 (Full Name in Block Capital)

NRIC No./Passport No. \_\_\_\_\_ of \_\_\_\_\_  
 (Email address)

or failing \*him/her, \_\_\_\_\_ NRIC No./Passport No. \_\_\_\_\_ of \_\_\_\_\_  
 (Full Name in Block Capital)

\_\_\_\_\_  
 (Email address)

or failing \*him/her, the Chairman of the Meeting as \*my/our proxy to attend and vote for \*me/us and on \*my/our behalf at the Twelfth Annual General Meeting (“**Twelfth AGM**”) of the Company to be conducted on a virtual basis at the broadcast venue of Icon Offshore Berhad’s Boardroom, 16-01, Level 16, Menara Tan & Tan, 207 Jalan Tun Razak, 50450 Kuala Lumpur, Wilayah Persekutuan via remote participation and electronic voting facilities on Thursday, 30 May 2024 at 10:00 a.m. and at any adjournment thereof.

The proxy is to vote on the business before the Meeting as indicated below (if no indication is given, the proxy will vote as he/she thinks fit or abstain from voting):-

Item	Agenda			
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.			
<b>Ordinary Business</b>		<b>Ordinary Resolution</b>	<b>For</b>	<b>Against</b>
2.	To approve the payment of the Directors’ fees of RM832,500 for the financial year ended 31 December 2023.	Resolution 1		
3.	To approve an amount of up to RM116,500 as benefits payable to the Non-Executive Directors with effect from 31 May 2024, a day after the Twelfth AGM until the next Annual General Meeting of the Company to be held in year 2025 pursuant to Section 230(1)(b) of the Companies Act 2016.	Resolution 2		
4.	To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	Resolution 3		
4A(a).	To re-elect Mr. Lim Chern Wooi, who retires pursuant to Clause 107 of the Company’s Constitution and being eligible, has offered himself for re-election.	Resolution 5		
4A(b).	To re-elect Dato’ Syed Naqiz Shahabuddin bin Syed Abdul Jabbar, who retires pursuant to Clause 107 of the Company’s Constitution and being eligible, has offered himself for re-election.	Resolution 6		
<b>Special Business</b>				
5.	Authority to Issue Shares Pursuant to the Companies Act 2016.	Resolution 4		
6.	To transact any other ordinary business for which due notice has been given in accordance with the Companies Act 2016 and the Constitution of the Company.			

\* Strike out whichever not applicable.

As witness \*my/our hand this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

For appointment of more than one (1) proxy, percentage of shareholdings to be represented by the proxies		
	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

\_\_\_\_\_  
Signature of Member/Common Seal

**Notes:**

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AFFIX  
STAMP  
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SHARE REGISTRAR  
Boardroom Share Registrars Sdn. Bhd.  
[Registration no. 199601006647 (378993-D)]

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

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