

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Fifth ("55th") Annual General Meeting ("AGM") of Iconic Worldwide Berhad ("IWB" or "the Company") will be held at Function Room ICONIC 5, Level 7, Iconic Hotel at 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang on Thursday, 28 November 2024 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

- AGENDA**
- To receive the Audited Financial Statements for the financial period ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note
  - AS ORDINARY BUSINESS**
    - To re-elect the following Directors who are retiring pursuant to Clause 76(3) of the Company's Constitution and who being eligible, has offered themselves for re-election:
      - Dato' Seri Tan Kean Tet Ordinary Resolution 1
      - Tan Seok Ying Ordinary Resolution 2
    - To re-elect the following Directors who are retiring pursuant to Clause 78 of the Company's Constitution and who being eligible, has offered themselves for re-election:
      - Lee Eng Eow Ordinary Resolution 3
      - Wong Wan Chin Ordinary Resolution 4
      - Wong Thai Sun Ordinary Resolution 5
    - To approve the payment of Directors' fees amounting to RM360,000 to the Directors of the Company for the period from 1 April 2024 up to 30 June 2025. Ordinary Resolution 6
    - To approve the payment of Directors' benefits of up to RM40,000 to the Directors of the Company from 55th AGM up to the conclusion of the 56th AGM. Ordinary Resolution 7
    - To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

- AS SPECIAL BUSINESS**
- To consider and if thought fit, to pass the following resolutions:-
    - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 Ordinary Resolution 9

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 12(3) of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company."

- Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature Ordinary Resolution 10

"THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Appendix I of the Circular to Shareholders dated 30 October 2024, provided that such transactions and/or arrangements which are necessary for the 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 New and Renewal of Shareholders' Mandate"):

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

  - the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
  - 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - revoked or varied by a resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing 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 New and Renewal of Shareholders' Mandate."

- To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482/SSM PC NO.: 202208000250)  
 ANG WEE MIN (MAICSA 7076022/SSM PC NO.: 202208000334)  
 Company Secretaries

Pulau Pinang  
 Dated : 30 October 2024

**Notes:-**

- Proxy
- 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 20 November 2024. 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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:
  - 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.
  - By electronic means  
 The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>
- 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 notariably and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is 10.00 a.m. on 26 November 2024 (Tuesday).
- Those proxy forms which are indicated with "v" in the spaces provided to show how the votes are to be cast will also be accepted.
- Members are advised to check the Company's website and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

**Explanatory Notes:**

**Item 1 of the Agenda - Audited Financial Statements for the financial period ended 30 June 2024**

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

**Ordinary Resolutions 1 to 5: Re-election of Directors who retire pursuant to Clause 76(3) and Clause 78 of the Company's Constitution**

The following Directors who are standing for re-election as Directors of the Company pursuant to the Company's Constitution at the 55th AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:-

- Dato' Seri Tan Kean Tet (Clause 76(3))
- Tan Seok Ying (Clause 76(3))
- Lee Eng Eow (Clause 78)
- Wong Wan Chin (Clause 78)
- Wong Thai Sun (Clause 78)

(all the retiring directors are collectively referred to as "the Retiring Directors")

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

**Ordinary Resolution 6 - Directors' fees amounting to RM360,000 for the period from 1 April 2024 up to 30 June 2025**

In view that the Company has changed its financial year from 31 March 2024 to 30 June 2024 on 27 February 2024, the proposed Ordinary Resolution 6, if passed, will authorise the payment of the Directors' fees amounting to RM360,000 for the period from 1 April 2024 up to 30 June 2025.

**Ordinary Resolution 7 - Directors' benefits of up to RM40,000 from 55th AGM up to the conclusion of the 56th AGM**

The proposed Ordinary Resolution 7, if passed, will authorise the payment of Directors' benefits of up to RM40,000 in accordance with Section 230(1) of the Companies Act 2016 from 55th AGM up to the conclusion of the 56th AGM.

**Ordinary Resolution 9 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 9 if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

The general mandate granted to the Company at the 54th AGM held on 20 September 2023 was not utilised and accordingly no proceeds were raised.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(3) of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 12(3) of the Constitution of the Company provides as follows:

a) Subject to the Act, the Listing Requirements and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

b) The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company.

c) The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

**Ordinary Resolution 10 - Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 10 is a new and renewal mandate and if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 30 October 2024.

# ADMINISTRATIVE GUIDE FOR THE 55<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”)

Date	Thursday, 28 November 2024
Time	10.00 a.m.
Venue	Function Room ICONIC 5, Level 7, Iconic Hotel, at 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang

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

Only a shareholder whose name appears on the Record of Depositor as at 20 November 2024 shall be entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

## 2. REFRESHMENT

Light refreshment will be provided.

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

Shareholders are required to register ahead of the 55<sup>th</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 55<sup>th</sup> AGM via the TIIH Online website at <https://tiah.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 55<sup>TH</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 November 2024** 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 **20 November 2024** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 55<sup>th</sup> AGM.

## 4. REGISTRATION ON THE DAY OF THE AGM

Registration will start on **Thursday, 28 November 2024** at 9.00 am. at Function Room ICONIC 5, Level 7, Iconic Hotel, at 71, Jalan Icon City, Bukit Tengah, 14000 Bukit Mertajam, Penang.

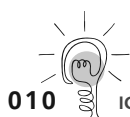
Original MyKad or passport is required to be presented during registration for verification. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person.

Upon verification of your MyKad or passport and signing of attendance list, you will be given an identification wristband to enter the meeting room. There will be no replacement of wristband in the event that it is lost or misplaced.

Please note that you will only be allowed to enter the meeting hall if you are wearing the identification wristband.

All Attendees will be required to wear face mask prior to entering the meeting venue. All Attendees must practice proper hygiene including the use of hand sanitisers provided at the meeting venue and are required to **wear a face mask at all times**.

Please vacate the registration area immediately after registration to prevent congestion.



# ADMINISTRATIVE GUIDE FOR THE 55<sup>th</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

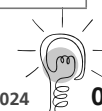
The appointment of proxy may be made in hard copy form or by electronic form. In case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang.

You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid. Please do read and follow the procedures below to submit proxy form electronically.

## 7. ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor’s TIIH Online website are summarised below:-

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
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 “<b>e-Services</b>”. 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>
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 username (i.e. email address) and password.</li> <li>Select the corporate event “<b>ICONIC 55TH AGM 2024: Submission of Proxy Form</b>”.</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(ies) to vote on your behalf.</li> <li>Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your votes.</li> <li>Review and confirm your proxy(ies) appointment.</li> <li>Print the proxy form for your record.</li> </ul>
<b>ii. Steps for Corporation or Institutional Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>



# ADMINISTRATIVE GUIDE FOR THE 55<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) (CONT'D)

## 7. ELECTRONIC LODGMENT OF PROXY FORM (CONT'D)

Procedure	Action
<b>ii. Steps for Corporation or Institutional Shareholders (Cont'd)</b>	
Proceed with Submission of Proxy Form	<ul style="list-style-type: none"> <li>▪ Login to TIH Online at <a href="https://tiah.online">https://tiah.online</a>.</li> <li>▪ Select the corporate exercise name “<b>ICONIC 55TH AGM 2024: Submission of Proxy Form</b>”.</li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for “<b>Submission of Proxy Form</b>” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxy(ies) by inserting the required data.</li> <li>▪ Login to TIH Online, select corporate exercise name “<b>ICONIC 55TH AGM 2024: Submission of Proxy Form</b>”.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “<b>Submit</b>” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>

## 8. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 55<sup>th</sup> AGM proceedings is allowed without prior written permission of the Company.

## 9. FURTHER ANNOUNCEMENT

Shareholders are advised to check the Company’s website at <https://www.iconicworldwide.com.my/> and Announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

We thank you for your continuous support to the Company.

## 10. ENQUIRY

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@vistra.com](mailto:is.enquiry@vistra.com)  
 Pn Azizah Kadir : +603 - 2783 9260 / [azizah@vistra.com](mailto:azizah@vistra.com)  
 Mr. Jiang Shen : +603 – 2783 9281 / [jiang.shen.tew@vistra.com](mailto:jiang.shen.tew@vistra.com)  
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