



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 conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("**RPV**") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online> on Friday, 22 December 2023 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 ACQUISITION OF THE ENTIRE EQUITY INTEREST IN GOLDENLUCK DEVELOPMENT SDN BHD ("GOLDENLUCK") FOR A TOTAL PURCHASE CONSIDERATION OF RM39,800,000 ("PURCHASE CONSIDERATION") TO BE FULLY SATISFIED BY CASH ("PROPOSED ACQUISITION")

"THAT, subject to Ordinary Resolution 2 and Ordinary Resolution 3, fulfilment of conditions precedent and the approvals of relevant authorities being obtained, where required, approval is hereby given for the Company to acquire the 100% equity interest in Goldenluck, comprising 200,000 ordinary shares in Goldenluck, from Dato' Seri Tan Kean Tet and Tan Seok Ying ("**Vendors**") for the Purchase Consideration to be fully satisfied by cash, subject to the conditions and upon the terms set out in the conditional share purchase agreement dated 19 September 2022 and supplemental letter dated 15 December 2022, 17 March 2023, 15 June 2023 and 12 September 2023, entered into between the Company and the Vendors in respect of the Proposed Acquisition;

AND THAT approval be and is hereby given to the Board of Directors of the Company ("**Board**") to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,124,706,544 NEW ORDINARY SHARES IN ICONIC ("ICONIC SHARE(S)" or "SHARE(S)") ("RIGHTS SHARES") ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 1 EXISTING SHARE HELD, TOGETHER WITH UP TO 749,804,362 FREE DETACHABLE WARRANTS IN ICONIC ("WARRANTS") ON THE BASIS OF 2 WARRANTS FOR EVERY 3 RIGHTS SHARES SUBSCRIBED BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON THE ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED RIGHTS ISSUE WITH FREE WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and the approvals of all relevant authorities and/or parties for the Proposed Rights Issue with Free Warrants, approval be and is hereby given to the Board to undertake the Proposed Rights Issue with Free Warrants to provisionally issue and allot by way of renounceable rights issue of 1,124,706,544 Rights Shares with 749,804,362 Warrants to the registered shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on the entitlement date to be

determined later by the Board, on the basis of 2 Rights Share for every 1 existing Iconic Shares held and 2 Warrants for every 3 Rights Shares subscribed on the said entitlement date and at an issue price to be determined and announced by the Board at a later date;

THAT the Board be and is hereby authorised to allocate the excess Rights Shares with Warrants which are not subscribed or validly subscribed, if any, for excess application, in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT the Board be and is hereby authorised to disregard and deal with any fractional entitlements of the Rights Shares and Warrants arising from the Proposed Rights Issue with Free Warrants, if any, in such manner as the Board may in its sole and absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT all the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the then existing Iconic Shares in issue, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment and issuance of the Rights Shares;

THAT the proceeds from the Proposed Rights Issue with Free Warrants be utilised for such purposes as set out in the Circular to Shareholders dated 7 December 2023 and that the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants ("**Deed Poll**") with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary, expedient and in the best interest of the company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll (including, without limitation, the affixing of the Company's common seal, where necessary);

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Iconic Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the new Iconic Shares to be issued arising from the exercise of Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing Iconic Shares, save and except that the holders of the new Iconic Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new Iconic Shares arising from the exercise of the Warrants;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and condition of the Deed Poll and where required, to adjust the exercise price and/or the number of the Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll and to issue and allot further new Iconic Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

AND THAT the Board be and is hereby empowered and authorised with full power to do all such acts, to take all such steps and to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Rights Issue with Free Warrants, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the

Board in its absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue with Free Warrants."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(B) AND 4.08(1)(C) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY THE SECURITIES COMMISSION MALAYSIA ("SC") ("RULES") TO DATO' SERI TAN KEAN TET AND ANY PERSONS ACTING IN CONCERT ("PACs") WITH HIM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING ORDINARY SHARES IN ICONIC NOT ALREADY OWNED BY THEM, PURSUANT TO THE UNDERTAKING BY DATO' SERI TAN KEAN TET AND MODERN REWARDS SDN BHD (BEING A PAC TO DATO' SERI TAN KEAN TET) TO SUBSCRIBE FOR THE RIGHTS SHARES (INCLUDING EXCESS RIGHTS SHARES) ("UNDERTAKINGS") AND EXERCISE OF WARRANTS BY DATO' SERI TAN KEAN TET AND MODERN REWARDS SDN BHD ("PROPOSED EXEMPTION")

THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, and the relevant approvals from the SC and/or any other relevant authorities and/or parties being obtained including such conditions as may be imposed by the SC, approval be and is hereby given to Dato' Seri Tan Kean Tet and the PACs under subparagraph 4.08(1)(b) and 4.08(1)(c) of the Rules to be exempted from the obligation to undertake a mandatory offer to acquire all the remaining Iconic Shares not already owned by them pursuant to the Undertakings and exercise of Warrants by Dato' Seri Tan Kean Tet and Modern Rewards Sdn Bhd into new Iconic Shares during the tenure of the Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise, and give full effect to the Proposed Exemption."

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

7 December 2023

Notes:

1. The EGM will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its TIIH Online website at <https://tiih.online>. Members are to attend, speak (including posing questions to the Board of Directors of the Company via real time submission of typed texts) and vote (collectively, "Participate") remotely at this EGM via Remote Participation and Voting ("RPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide.
2. The online meeting platform at TIIH Online website at <https://tiih.online> or <https://tiih.com.my> which is the main venue of the EGM, is registered with MYNIC Berhad under the Domain Registration No. D1A282781. This fulfills Section 327(2) of the Companies Act 2016 which requires the main venue of a company's general meeting to be in Malaysia and the chairperson to be present at that main venue as clarified in the Frequently Asked Questions on Virtual General Meetings dated 8 June 2021 issued by the Companies Commission of Malaysia.
3. For the purpose of determining who shall be entitled to participate in 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 15 December 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this General Meeting or appoint a proxy to participate on his/her/its behalf via RPV.
4. As the EGM is a fully virtual EGM, shareholders who are unable to participate in this EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.
5. 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 participate in his/her place. A proxy may but need not be a member of the Company.
6. 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 participate instead of the member at the General Meeting.
7. 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.
8. 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.
9. 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.
10. The appointment of a proxy may be made in a hard copy form or by electronic form 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 EGM or adjourned EGM 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 TIIH Online at <https://tiih.online>

11. 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.
12. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
13. Last date and time for lodging this proxy form is 10.30 a.m. on 20 December 2023, Wednesday.
14. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the registered office of the Company situated at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.