

# ICON OFFSHORE

BERHAD

[Registration No. 201201011310 (984830-D)]

(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting (“**Tenth AGM**”) of Icon Offshore Berhad (“**the Company**”) will 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 Tuesday, 28 June 2022 at 10:00 a.m. for the following purposes:-

## AGENDA

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. **[Please refer to Explanatory Note (i)]**
- To re-elect the following Directors who are retiring in accordance with Clause 124 of the Company’s Constitution and being eligible, have offered themselves for re-election:  
**[Please refer to Explanatory Note (ii)]**

- |   |                     |
|---|---------------------|
| (a) Raja Tan Sri Dato’ Seri Arshad Bin Raja Tun Uda | <b>Resolution 1</b> |
| (b) Edwanee Cheah Bin Abdullah                      | <b>Resolution 2</b> |
| (c) Farina Binti Farikhullah Khan                   | <b>Resolution 3</b> |

- To approve the payment of the Directors’ fees of RM832,500/- for the financial year ended 31 December 2021. **Resolution 4**
- To approve an amount of up to RM114,000/- as benefits payable to the Non-Executive Directors with effect from 29 June 2022, a day after the Tenth AGM until the next Annual General Meeting of the Company to be held in year 2023 pursuant to Section 230(1)(b) of the Companies Act 2016. **Resolution 5**
- 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 6**

### SPECIAL BUSINESS

To consider and, if thought fit, with or without any modification, to pass the following ordinary resolution:

- ORDINARY RESOLUTION Resolution 7**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

“**THAT** subject to the Companies Act 2016, the Constitution of the Company, and the approvals of Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**AND THAT** the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate.”

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

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)**  
**SITI NUR NAIMIN BINTI HASANUDDIN (SSM PC NO. 202108000320) (MAICSA 7073928)**

Company Secretaries

29 April 2022

### Explanatory Notes to Ordinary Business/Special Business:

- Item 1 of the Agenda**  
This agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this agenda item is not put forward for voting.
  - Item 2 of the Agenda**  
The Nomination and Remuneration Committee has considered the performance and contribution of each of the retiring Directors and assessed the independence of the Independent Non-Executive Director seeking for re-election.  
Based on the results of the Board and Board Committees Evaluation and Self and Peer Performance Evaluation conducted for the financial year ended 31 December 2021, the performance of each of the retiring Directors was found to be satisfactory. The retiring Independent Non-Executive Directors have also fulfilled the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
The Board has endorsed the Nomination and Remuneration Committee’s recommendation to seek shareholders’ approval for the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Nomination and Remuneration Committee and Board meetings.  
The details and profiles of the Directors who are standing for re-election at the Tenth AGM are provided in the Company’s Annual Report 2021.
  - Item 4 of the Agenda**  
The proposed benefits payable to the Non-Executive Directors (save and except for Syed Yasir Arafat bin Syed Abd Kadir, being the director of Hallmark Odyssey Sdn. Bhd., a major shareholder of the Company, has waived his entitlement for benefits) which comprise solely of meeting allowances.  
The total estimated amount of benefits payable to the Non-Executive Directors is calculated based on the number of scheduled and unscheduled meetings (when necessary) for Board and Board Committees from 29 June 2022 until the next Annual General Meeting (“**AGM**”) in year 2023.  
**Item 6 of the Agenda**  
The proposed adoption of the Ordinary Resolution is for the purpose of granting a renewed general mandate (“**General Mandate**”) and empowering the Directors of the Company, pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
The General Mandate will provide flexibility to the Company for allotment of shares arising from any possible fund-raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).  
As at the date of this Notice, no new shares were issued pursuant to the General Mandate.
- Notes:**
- The Broadcast Venue, which is the main venue of the Tenth 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 require the Chairman to be present at the main venue of the Tenth AGM. Members, proxies and/or corporate representatives **WILL NOT BE ALLOWED** to be physically present at the broadcast venue on the day of the Tenth AGM.
  - 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 Tenth AGM via the Remote Participation and Voting facilities (“**RPV**”) provided by Boardroom Share Registrars Sdn Bhd via its Boardroom Smart Investor Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the Procedures for RPV provided in the Administrative Details for the Tenth AGM and read the notes below in order to participate remotely via RPV.
  - In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2022 (“**General Meeting Record of Depositors**”) shall be eligible to attend, speak and vote at the Tenth AGM or appoint proxy(ies) to attend, participate, speak and vote in his stead.
  - A member who is entitled to participate and vote at the Tenth AGM via RPV is entitled to appoint more than one (1) proxy 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.
  - 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 Tenth AGM is entitled to appoint any person as his proxy to participate and vote instead of the member at the Tenth AGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the Tenth AGM shall have the same rights as the member to speak at the Tenth AGM.
  - A member may appoint not more than 2 proxies to attend at the same Meeting. 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 1 proxy but not more than 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.
  - Where a member or the authorised nominee appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
  - Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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 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.
  - A member who has appointed a proxy or attorney or authorised representative to participate and vote at the Tenth AGM via RPV must request his/ her proxy or attorney or authorised representative to register himself/ herself for RPV at Boardroom Smart Investor Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the Procedures for RPV in the Administrative Details for the Tenth AGM.
  - 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 Tenth AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
    - By electronic form - The form of proxy can be electronically lodged with the Share Registrar of the Company via Boardroom Smart Investor Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my) (applicable to individual members only). Kindly refer to the Administrative Details on the procedures for electronic lodgement of form of proxy via Boardroom Smart Investor Portal.
    - 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.
  - Please refer to the Administrative Guide for shareholders/proxies attending the Tenth AGM for further details.

# ADMINISTRATIVE GUIDE FOR SHAREHOLDERS/PROXIES ATTENDING THE TENTH ANNUAL GENERAL MEETING ("10<sup>TH</sup> AGM" OR "AGM")

Date of AGM	: Tuesday, 28 June 2022
Time	: 10:00 a.m.
Broadcast Venue	: Icon Offshore Berhad's Boardroom, 16-01, Level 16, Menara Tan & Tan, 207, Jalan Tun Razak, 50450 Kuala Lumpur, Wilayah Persekutuan
Meeting Platform	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (Domain Registration No. with MYNIC - D6A357657)
Mode of Communication	: 1. Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Tuesday, 28 June 2022. 2. Shareholders may submit questions in advance on the AGM resolutions and Annual Report 2021 commencing from 28 June 2022 and in any event no later than Sunday, 26 June 2022 at 10.00 a.m., via Boardroom's website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using the same user ID and password provided in Step 2 below, and select " <b>SUBMIT QUESTION</b> " to pose questions ("Pre-AGM Meeting Questions").

## Dear Shareholders,

Considering that COVID-19 remains a threat to the health and safety of our shareholders, Icon Offshore Berhad's ("**Company**") 10<sup>th</sup> AGM will be conducted virtually on the above Meeting Platform in accordance with the Guidance and Frequently-Asked Questions ("**FAQs**") on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia as the safety of our members, Directors, staff and other stakeholders who will attend the AGM is of paramount importance to us.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual meeting, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation.

With the Remote Participation and Electronic Voting ("**RPEV**") facilities, you may exercise your right as a member of the Company to participate remotely (including pose questions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the virtual AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the virtual AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. The quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

## **Broadcast Venue**

The broadcast venue of the 10<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and in accordance with Clause 70 of the Company's Constitution which requires the Chairman of the Meeting to be present at the main venue.




Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to be physically present nor will they be admitted at the broadcast venue on the day of the AGM.

Shareholders will have to register to attend the 10<sup>th</sup> AGM remotely by using the Online AGM, details of which are as set out below.

## **Entitlement to Participate in the Virtual AGM**

In respect of deposited securities, only members whose names appear on the General Meeting Record of Depositors as at 10<sup>th</sup> AGM shall be eligible to participate and vote at the virtual AGM or appoint proxy(ies)/corporate representatives to participate and vote on his/her/their behalf.

### **Voting Procedure**

1. The voting will be conducted by the 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 voting (e-Voting) and Boardroom Corporate Services Sdn. Bhd. as Scrutineers to verify the poll results.
2. For the purposes of the virtual AGM, the remote participation and e-Voting will be carried out via the following voting devices:  
  
Personal smart mobile phones , tablets  or computers/laptops 
3. There are two (2) methods for members and proxies who wish to use their personal voting device to vote. The methods are:-
  - Use QR Scanner Code given in the email to you; **OR**
  - Go to the website URL <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)
4. The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.
6. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the 10<sup>th</sup> AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

### **Online Registration Procedure**

7. Please note that this option is available to **(i) individual members; (ii) corporate shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee shall use the online AGM facilities to participate and vote remotely at the AGM.**
8. By participating in the online AGM, you will be able to view a live webcast of the meeting, ask the Board of Directors questions and submit your votes in real time whilst the meeting is in progress.
9. Kindly follow the steps below on how to request for remote participation user ID and password.

#### **Step 1 Register Online with Boardroom Smart Investor Online Portal (for first-time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2. Submit a request for Remote Participation user ID and password.]*

- (a) Access website <https://investor.boardroomlimited.com>.
- (b) Click **<<Register>>** to sign up as a user.
- (c) Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG, PNG or PDF format.
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within one business day and an email notification will be provided.

#### **Step 2 Submit Request for Remote Participation User ID and Password**

*[Note: The registration for remote access will be opened on 29 April 2022.]*

##### **Individual Members**

- Login to <https://investor.boardroomlimited.com> using your login credentials created with Boardroom Smart Investor Portal in Step 1.
- Select **"ICON OFFSHORE BERHAD TENTH (10<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING"** from the list of Corporate Meetings and click **"Enter"**.
- Read and agree to the terms & conditions and confirm the Declaration.
- Enter your CDS Account Number and thereafter submit your request.

# Administrative Guide for Shareholders/Proxies Attending the Tenth Annual General Meeting (“10<sup>th</sup> AGM” Or “AGM”)

## Step 2 Submit Request for Remote Participation User ID and Password (Cont’d)

[Note: The registration for remote access will be opened on 29 April 2022. (Cont’d)]

### Appointment of Proxy

- (a) Log in to <https://investor.boardroomlimited.com> using your login credentials created with Boardroom Smart Investor Portal in Step 1.
- (b) Select “**ICON OFFSHORE BERHAD TENTH (10<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING**” from the list of Corporate Meetings and click “**Enter**”.
- (c) Click on “**Submit eProxy Form**”.
- (d) Read and accept the General Terms and Conditions by clicking “**Next**”.
- (e) Enter your CDS Account Number and number of securities held.
- (f) Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- (g) Indicate your voting instructions - “**FOR**” or “**AGAINST**”, otherwise your proxy will decide your vote.
- (h) Review and confirm your proxy appointment and click “**Apply**”.
- (i) Download or print the eProxy form as acknowledgement.

### Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representatives or the Form of Proxy (as the case may be) to submit the request.
  - Please provide a copy of Corporate Representative’s or Proxy’s MyKad (Front and Back) or Passport in JPEG, PNG, PDF format as well as his/her email address.
- (a) You will receive a notification from Boardroom that your request has been received and is being verified.
  - (b) Upon system verification against the Company’s Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - (c) You will also receive your remote participation user ID and password along with the email from Boardroom if your registration is approved.
  - (d) Kindly be informed that you will be receiving an email from Boardroom on the registration for Virtual AGM.
  - (e) **Please note that the closing time to submit your request is no later than 10.00 a.m. on 26 June 2022 (48 hours before the AGM).**

## Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- (a) The Virtual Meeting Portal will be open for login starting one (1) hour before the commencement of the AGM at **9 a.m. on 28 June 2022.**
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above).
- (c) The steps will also guide you on how to view the live webcast, ask questions and vote.
- (d) The live webcast will end and the Messaging window will be disabled upon announcement by the Chairman on the closure of the virtual AGM.
- (e) You can now logout from Virtual Meeting Portal.

## Lodgement Of Proxy Form

1. If you are unable to attend the online AGM and wish to appoint the Chairman of the AGM as your proxy to vote on your behalf, please deposit your proxy form at the office of the company’s share registrar, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or **11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** no later than 10.00 a.m. on 26 June 2022 (48 hours before the 10<sup>th</sup> AGM). Any alteration to the Form of Proxy must be initialled.
2. Alternatively, the proxy appointment may also be lodged electronically at <https://investor.boardroomlimited.com>, which is free and available to all individual shareholders no later than 10.00 a.m. on 26 June 2022 (48 hours before the 10<sup>th</sup> AGM). For further information, kindly refer to the “**Online Registration Procedure**” above.
3. **If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.**

#### **Revocation Of Proxy**

4. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our online AGM yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy no later than 10.00 a.m. on 26 June 2022 (48 hours before the 10<sup>th</sup> AGM). On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly

#### **Participation Through Live Webcast, Question And Voting At The 10<sup>th</sup> AGM**

5. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the 10<sup>th</sup> AGM, as well as financial performance/prospect of the Company.
6. All modes of communications are accepted for the purpose of posting questions to the Chairman and Board before or during the AGM. Shareholders are however encouraged to post questions via the online platform during the AGM.
7. Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the 10<sup>th</sup> AGM, after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.
8. Shareholders who participate in the AGM are able to view the Company's presentation or slides via the live webcast.

#### **No Door Gift/Vouchers Or Souvenirs**

There will be NO Door Gift/Vouchers or any souvenirs for shareholders/proxies/corporate representatives who participate at the virtual AGM.

#### **Recording Or Photography At The Online AGM**

No recording or photography of the AGM proceeding is allowed without the prior written permission of the Company.

#### **Enquiry**

Please email to the Company's Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or **call the helpdesk number at 03-7890 4700** if you have queries pertaining to the RPEV, prior to the virtual AGM.

#### **Personal Data Privacy**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member 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 member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.