
APPENDIX I – SALIENT TERMS OF THE SPA

The indicative salient terms of the SPA are as follows:

1. Conditions precedent

The SPA is conditional upon the satisfaction of the following conditions:

- (i) the passing at a general meeting of the non-interested shareholders and a meeting of the board of directors of Iconic of a resolution respectively to approve the Proposals;
- (ii) there are no material adverse findings based on the results of the due diligence exercise to be conducted;
- (iii) the approval, sanction and/or consent of any other relevant authorities or parties required to be obtained by Iconic for the Proposals (excluding the Proposed Exemption);
- (iv) the exemption granted by the SC to the Vendors exempting them from the mandatory take-over obligation as a result of the issuance and subscription of the Proposed Rights Issue with Free Warrants pursuant to the Proposals;
- (v) where the terms of any material contract contain any restrictions or prohibition on the change in control of the shareholdings and/or the board of directors of Goldenluck or include any right to terminate exercisable prior to or as a result of the SPA, written confirmation by the counterparties, or the waiver of such restrictions or prohibition in relation to any such change arising from the transactions under the SPA or of any such right to terminate;
- (vi) if any, the consents or approvals for the purpose of the sale of the Sale Shares by the Vendors to Iconic as required under any licences issued to Goldenluck having been obtained from relevant authority(ies); and
- (vii) the Vendors providing the audited accounts for the financial year ended 30 June 2022 and Iconic being satisfied with the contents therein (including without limitation, the revaluation of the Subject Land to approximately RM39,800,000.00 or more).

(Collectively, “**Conditions Precedent**”)

2. Payment of Purchase Consideration

Iconic will pay the Purchase Consideration to the Vendors in accordance to their respective proportion, as illustrated in the following manner:

Vendors	Number of ordinary shares	%	Cash consideration (RM)
Dato’ Seri Tan Kean Tet	190,000	95.00	37,810,000.00
Tan Seok Ying	10,000	5.00	1,990,000.00
Total	200,000	100.00	39,800,000.00

The payment of the Purchase Consideration shall be effected by crediting for same day value the account as specified by the Vendors by way of telegraphic transfer unless the respective Vendors by written notice to the Purchaser, not later than 3 business days prior to the due date for payment, elects to be paid by cashier’s order or banker’s draft drawn on any licensed bank in Malaysia.

3. Termination

If it shall be found that the Vendors:

- (i) fail to complete the SPA in accordance with its terms by or on Completion;
- (ii) any of the Vendors has committed a material breach of any term of the SPA;
- (iii) any of the warranties was, when given, or will be or would be, at completion not complied with or otherwise untrue or misleading; or
- (iv) a petition is presented or an order is made for the bankruptcy of any of the Vendors,

Iconic shall be entitled (in addition to and without prejudice to all other rights or remedies available to it including the right to claim damages) by notice in writing to the Vendors to terminate the SPA but failure to exercise this right shall not constitute a waiver of any other rights of Iconic arising out of such breach.

4. Completion

Date and place

Completion shall take place within the completion period at the office of Iconic or via electronic means or at such other place/method or on such other date as may be agreed between Iconic and the Vendors ("**Completion Date**").

Mechanics of completion

At completion, the following will take place:

- (i) the Vendors will deliver to Iconic: (i) evidence of the due fulfilment of the Conditions Precedent; (ii) the relevant duly completed and signed Form of Transfer of Securities together with all appropriate supporting documents, including share certificates, to effect the transfer and the registration of the Sale Shares in favour of Iconic in respect of the Sale Shares; (iii) (for the Iconic and as agent for Goldenluck) the certificates of incorporation, corporate seals (if any), cheque books, statutory and other books of the Company (duly written up-to-date); (iv) all the financial and accounting books and records of Goldenluck; (v) all certificates of title in respect of all properties of the Goldenluck which are not charged to any third party (including but not limited to banks) and are in the possession of the Goldenluck (including the original title of the Subject Land); and (v) online bank statements of all bank accounts of Goldenluck as at the date of completion;
- (ii) the Vendors will deliver to Iconic, the board resolution of Goldenluck approving the registration of the transfer of the Sale Shares subject only to their being duly stamped;
- (iii) Iconic will deliver to the Vendors, board and shareholders' resolutions of Iconic approving the purchase of the Sale Shares; and
- (iv) upon compliance with the foregoing provisions, Iconic will pay to the Vendors the Purchase Consideration in accordance to Section 2 above.

Rights to terminate

If the foregoing provisions are not fully complied with by the Vendors or Iconic by or on the date set for completion, Iconic, in the case of non-compliance by any of the Vendors, or the Vendors, in the case of non-compliance by Iconic, shall be entitled (in addition to and without prejudice to all other rights or remedies available to the terminating party including the right to claim damages) by written notice to the other party/parties served on such date:

- (i) to elect to terminate the SPA (other than the provisions referred to in clause 4.5 of the SPA - surviving provisions) without liability on the part of the terminating party; or
- (ii) to effect completion so far as practicable having regard to the defaults which have occurred; or
- (iii) to fix a new date for Completion (not being more than 20 business days after the agreed date for completion), in which case the foregoing provisions shall apply to completion as so deferred but provided such deferral may only occur once.

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APPENDIX II – INFORMATION ON GOLDENLUCK

1. HISTORY AND BUSINESS

Goldenluck is a private limited company incorporated in Malaysia on 19 May 2011 and commenced operations on 25 May 2011. Goldenluck is principally involved in property investment. It currently owns the Subject Land as its sole major asset and does not own other material asset. However, Goldenluck is currently dormant as it does not have any business activity during the FYE 30 June 2020 to FYE 30 June 2023.

2. SHARE CAPITAL

As at the LPD, the total issued share capital of Goldenluck is RM200,000 comprising 200,000 ordinary shares. As at the LPD, there is only one class of shares in Goldenluck.

3. DIRECTORS AND SHAREHOLDERS

As at the LPD:

- (i) The Directors of Goldenluck are Dato' Seri Tan Kean Tet and Tan Seok Ying; and
- (ii) The shareholders of Goldenluck are as follows:

Shareholders/Nasionality	Direct		Indirect	
	No. of shares	%	No. of shares	%
Dato' Seri Tan Kean Tet/ Malaysian	190,000	95.00	-	-
Tan Seok Ying/ Malaysian	10,000	5.00	-	-

4. SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the LPD, Goldenluck does not have any subsidiary and associated companies.

5. HISTORICAL FINANCIAL INFORMATION

The historical financial information of Goldenluck is set out below:

	Audited			
	FYE 30 June 2020 RM	FYE 30 June 2021 RM	FYE 30 June 2022 RM	FYE June 2023 RM
Revenue	-	-	-	-
PBT/(LBT)	(9,651)	(5,785)	41,455,179	(7,601)
PAT/(LAT)	(9,918)	(5,877)	41,455,179	(7,601)
Share capital	200,000	200,000	200,000	200,000
Shareholders' funds/ NA	2,799,481	2,793,604	44,248,783	44,241,182
Borrowings	-	-	-	-

APPENDIX II – INFORMATION ON GOLDENLUCK (CONT'D)

	Audited			
	FYE 30 June 2020 RM	FYE 30 June 2021 RM	FYE 30 June 2022 RM	FYE June 2023 RM
Current assets	460,527	23,885	27,749	20,201
Current liabilities	1,898,648	1,467,883	1,478,966	1,479,019
No. of ordinary shares	200,000	200,000	200,000	200,000
(LPS)/EPS ⁽¹⁾	(0.05)	(0.03)	207.28	(0.04)
NA per share	14.00	13.97	221.24	221.21
Current ratio (times) ⁽²⁾	0.24	0.02	0.02	0.01
Gearing ratio (times)	-	-	-	-

Notes:

- (1) Calculated based on PAT/LAT over number of ordinary shares as at each financial year.
- (2) Calculated based on current assets over current liabilities as at each financial year.

The audited financial statements of Goldenluck for the financial period from FYE 30 June 2019 to 30 June 2021 have been prepared in accordance with applicable approved Malaysian accounting standards and there was no audit qualification for the respective years under review. However, the auditor has updated that the current liabilities has exceeded the current assets as at 30 June 2022 and 30 June 2023 and indicates that a material uncertainty exist that may cast significant doubt on the company's ability to continue as a going concern.

Commentaries

FYE 2023

Goldenluck recorded nil revenue as the company does not have any business activity during the FYE 30 June 2023. The loss before tax for the year is mainly due to the administrative expenses (i.e. audit fee, secretarial fee and quit rent) incurred during the year. The current assets decreased was mainly due to the decrease in cash at bank for the administrative expenses.

FYE 2022

Goldenluck recorded nil revenue as the company does not have any business activity during the FYE 30 June 2022. The higher PAT recorded for the year is mainly due to the fair value adjustment on the Subject Land of RM41,462,398 during the year, as follow:

	RM
Fair value as valued based on the valuation performed by the Valuer	45,700,000
Less: Value of the Subject Land as at 30 June 2021	(4,237,602)
Fair value adjustment	<u>41,462,398</u>

In line with the increase in PAT, the EPS also increased to RM207.28 in FYE 30 June 2022 as compared to the LPS of RM0.03 in FYE 30 June 2021. The current assets increased was mainly due to the increase in cash at bank. Further, the current liabilities increased was mainly due to the increase in amount due to director for the payment of administrative expenses (i.e. audit fee, secretarial fee and quit rent).

APPENDIX II – INFORMATION ON GOLDENLUCK (CONT'D)

FYE 2021

Goldenluck recorded nil revenue as the company does not have any business activity during the FYE 30 June 2021. The loss before tax for the year is mainly due to the administrative expenses (i.e. audit fee, secretarial fee and quit rent) incurred during the year. The current assets decreased was mainly due to the decrease in cash at bank for the repayment to director. Further, the current liabilities decreased was mainly due to the decrease in amount due to director. In line with the decrease in current assets and current liabilities, the current ratio decreased from 0.24 times to 0.02 times.

FYE 2020

Goldenluck recorded nil revenue as the company does not have any business activity during the FYE 30 June 2020. The loss before tax for the year is mainly due to the administrative expenses (i.e. audit fee, secretarial fee and quit rent) incurred during the year.

6. MATERIAL LITIGATION

As at the LPD, Goldenluck is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the board of directors of Goldenluck is not aware of any proceedings pending or threatened against Goldenluck or of any facts likely to give rise to any proceedings, which might materially or adversely affect the business or financial position of Goldenluck.

7. MATERIAL COMMITMENTS

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by Goldenluck that is likely to have a material effect on Goldenluck's financial position.

8. CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact in the ability of Goldenluck to meet its obligations as and when they fall due.

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REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
Registration No.: 201101016938 (945074-A)
(Incorporated in Malaysia)

FINANCIAL REPORT
30 JUNE 2023

REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

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REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Company for the year ended 30 June 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is to carry on the business of property investment. There has been no significant change to the principal activity of the Company during the financial year.

RESULTS

	RM
Loss for the year	<u>(7,601)</u>

DIVIDENDS

No dividend has been recommended, paid or declared by the directors since the end of the previous financial year.

RESERVES AND PROVISIONS

There was no material transfer to or from reserves and provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

There were no changes in the issued and paid up share capital of the Company and no debentures were in issue during the financial year.

OPTIONS

No option has been granted during the financial year to take up unissued shares of the Company.

REGISTRATION NO.: 201101016938 (945074-A)

DIRECTORS

The directors of the Company in office since the beginning of the current financial year to the date of this report are:

Dato' Seri Tan Kean Tet
Tan Seok Ying

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in the ordinary shares of the Company and its related corporations, if any, during the financial year are as follows:

	Number of ordinary shares			
	At <u>1-7-2022</u>	<u>Bought</u>	<u>Sold</u>	At <u>30-6-2023</u>
Dato' Seri Tan Kean Tet	190,000	-	-	190,000
Tan Seok Ying	10,000	-	-	10,000

INDEMNIFYING DIRECTORS, OFFICERS OR AUDITORS

No indemnity has been given to or insurance effected for any director, officer or auditor of the Company during the financial year.

REGISTRATION NO.: 201101016938 (945074-A)

OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Company were prepared, the directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Company have been written down to an amount which the current assets might be expected so to realise.
- (b) As at the date of this report, the directors are not aware of any circumstances:
- (i) which would render the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; or
 - (ii) which would render the values attributed to current assets in the financial statements of the Company misleading; or
 - (iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate; or
 - (iv) not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Company misleading.
- (c) As at the date of this report, there does not exist:
- (i) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Company which has arisen since the end of the financial year.
- (d) No contingent or other liability has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Company to meet its obligations as and when they fall due.
- (e) In the opinion of the directors:
- (i) the results of the operations of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.
 - (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of operations of the Company for the financial year in which this report is made.

REGISTRATION NO.: 201101016938 (945074-A)

AUDITORS' REMUNERATION

Details of auditors' remuneration are set out in Note 11 to the financial statements.

REGISTRATION NO.: 201101016938 (945074-A)

AUDITORS

The auditors, Messrs Ooi & Associates, have expressed their willingness to continue in office.

This report was approved by the directors, and signed in accordance with a resolution of the directors,



TAN SEOK YING



DATO' SERI TAN KEAN TET

Penang
Dated: 8 September 2023

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

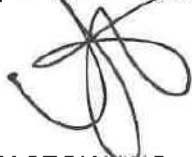
GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the directors, the accompanying financial statements are drawn up in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Company as at 30 June 2023 and of its financial performance and cash flows for the year then ended.

Signed in accordance with a resolution of the directors,



TAN SEOK YING



DATO' SERI TAN KEAN TET

Penang

Dated: 8 September 2023

STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, TAN SEOK YING, being the director primarily responsible for the financial management of GOLDENLUCK DEVELOPMENT SDN. BHD., do solemnly and sincerely declare that the accompanying financial statements are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

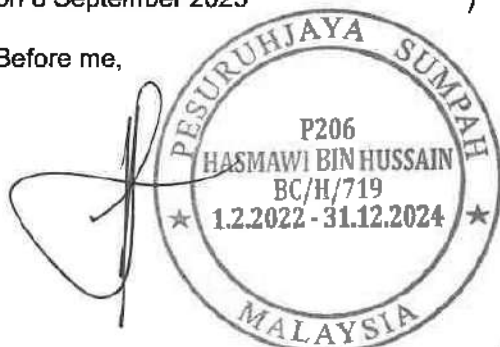
Subscribed and solemnly declared by)
the abovenamed TAN SEOK YING)
at Butterworth in the state of Penang)
on 8 September 2023)



TAN SEOK YING

(841122-07-5964)

Before me,



No. 24, Jalan Selat, Taman Selat,⁶
12000 Butterworth,
Pulau Pinang.



63, Grd Flr, Jln Selat, Taman Selat,
12000 Butterworth, Penang, Malaysia.
T: 604-331 5988
E: info@oaca.com.my

REGISTRATION NO.: 201101016938 (945074-A)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GOLDENLUCK DEVELOPMENT SDN. BHD., which comprise the statement of financial position as at 30 June 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 11 to 23.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2023, and of its financial performance and its cash flows for the year then ended in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 in the financial statements, which indicates that the Company incurred a net loss of RM7,601 during the year ended 30 June 2023 and, as of that date, the Company's current liabilities exceeded its current assets by RM1,458,818. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.



REGISTRATION NO.: 201101016938 (945074-A)

Report on the Audit of the Financial Statements (cont'd)

Information Other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the Directors' Report but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the Directors' Report is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Company, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



REGISTRATION NO.: 201101016938 (945074-A)

Report on the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ooi & Associates
Chartered Accountants (AF 0770)

REGISTRATION NO.: 201101016938 (945074-A)

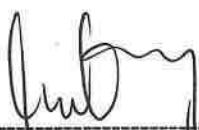
Report on the Audit of the Financial Statements (cont'd)

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.



OOI & ASSOCIATES
AF - 0770
Chartered Accountants



OOI WAN ENG
No.: 01436/03/2024 J
Chartered Accountant

Penang
Dated: 8 September 2023

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

**GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)**

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2023

	<u>Note</u>	<u>2023</u> RM	<u>2022</u> RM
ASSETS			
Non-current assets			
Investment property	6	45,700,000	45,700,000
Total non-current assets		<u>45,700,000</u>	<u>45,700,000</u>
Current assets			
Tax recoverable		176	293
Cash and cash equivalents	7	20,025	27,456
Total current assets		<u>20,201</u>	<u>27,749</u>
TOTAL ASSETS		<u>45,720,201</u>	<u>45,727,749</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	8	200,000	200,000
Retained earnings	9	44,041,182	44,048,783
Total equity		<u>44,241,182</u>	<u>44,248,783</u>
Liabilities			
Current liabilities			
Other payables	10	1,479,019	1,478,966
Total liabilities		<u>1,479,019</u>	<u>1,478,966</u>
TOTAL EQUITY AND LIABILITIES		<u>45,720,201</u>	<u>45,727,749</u>

The annexed notes form an integral part of the financial statements.

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2023**

	<u>Note</u>	<u>2023</u> RM	<u>2022</u> RM
Revenue		-	-
Fair value adjustment on investment property		-	41,462,398
Administrative expenses		(7,601)	(7,219)
(Loss)/profit before tax	11	(7,601)	41,455,179
Tax expense		-	-
(Loss)/profit for the year, representing total comprehensive (loss)/income for the year		(7,601)	41,455,179

The annexed notes form an integral part of the financial statements.

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023**

	Share <u>capital</u> RM	Retained <u>earnings</u> RM	Total <u>equity</u> RM
Balance at 1 July 2021	200,000	2,593,604	2,793,604
Total comprehensive income for the year	-	41,455,179	41,455,179
Balance at 30 June 2022	200,000	44,048,783	44,248,783
Total comprehensive loss for the year	-	(7,601)	(7,601)
Balance at 30 June 2023	200,000	44,041,182	44,241,182

The annexed notes form an integral part of the financial statements.

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2023**

	<u>Note</u>	<u>2023</u> RM	<u>2022</u> RM
Cash Flows from Operating Activities			
(Loss)/profit before tax		(7,601)	41,455,179
Adjustments for:			
Fair value adjustment on investment property		-	(41,462,398)
Operating loss before working capital changes		(7,601)	(7,219)
Increase in other payables		53	11,083
Cash (used in)/generated from operations		(7,548)	3,864
Tax paid		(128)	(150)
Tax refund		245	80
Net cash (used in)/from operating activities		(7,431)	3,794
Cash Flows from Investing Activities		-	-
Cash Flows from Financing Activities		-	-
Net (decrease)/increase in cash and cash equivalents		(7,431)	3,794
Cash and cash equivalents at beginning of year		27,456	23,662
Cash and cash equivalents at end of year	7	20,025	27,456

The annexed notes form an integral part of the financial statements.

REGISTRATION NO.: 201101016938 (945074-A)

GOLDENLUCK DEVELOPMENT SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023**

1. CORPORATE INFORMATION

The Company is a private company incorporated and domiciled in Malaysia. The principal activity of the Company is to carry on the business of property investment.

The address of the registered office of the Company is as follows:
63, 1st Floor, Jalan Selat, Taman Selat, 12000 Butterworth, Pulau Pinang.

The address of the principal place of business of the Company is as follows:
70-1-30, D'Piazza Mall, Jalan Mahsuri, Bandar Bayan Baru, 11900 Bayan Lepas, Pulau Pinang.

The financial statements are presented in Ringgit Malaysia (RM).

The financial statements were authorised for issue by the Board of Directors on the same date as the Directors' Report.

2. COMPLIANCE WITH FINANCIAL REPORTING STANDARDS AND THE COMPANIES ACT 2016

The financial statements have been prepared in compliance with the Malaysian Private Entities Reporting Standard (MPERS) issued by Malaysian Accounting Standards Board (MASB) and the requirements of the Malaysian Companies Act 2016.

3. BASIS OF PREPARATION

The financial statements have been prepared using historical cost basis unless otherwise indicated.

The Company incurred a net loss of RM7,601 during the year ended 30 June 2023 and, as of that date, the Company's current liabilities exceeded its current assets by RM1,458,818. The continuation of the Company as a going concern is dependent upon its ability to attain future profitable operations and the continuous financial support from its shareholders and directors. In the event that the basis of preparing the financial statements of the Company on a going concern is rendered inappropriate, adjustments would have to be made to restate the carrying value of assets to their recoverable amounts and to provide for further liabilities which may arise.

REGISTRATION NO.: 201101016938 (945074-A)

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Investment property

The Company recognised a land, building (including a floor of a building), or both land and building, including a property under construction, as an investment property if it is within the Company's business model objective of holding the property for capital appreciation, rental income or both. An investment property is recorded at cost on initial recognition. Cost of an investment property comprises purchase price plus all directly attributable costs incurred to bring the property to its present location and condition intended for use as an investment property. Cost of self-constructed investment property comprises all direct and indirect construction costs but exclude internal profits.

For the purpose of subsequent measurement, items of equipment that are irremovable and items that are physically attached to a building, such as lifts, elevators, electrical system and air-conditioning system, are treated as an integral part of the property. The Company uses the fair value model to measure an investment property after initial recognition if the fair value can be measured reliably without undue cost or effort. Fair value is determined by reference to a quoted market price, if observable. Changes in fair value of an investment property are recognised in profit or loss for the periods in which they arise.

(b) Impairment of non-financial assets

An impairment loss arises when the carrying amount of a Company's asset exceeds its recoverable amount.

At the end of each reporting date, the Company assesses whether there is any indication that a stand-alone asset or a cash-generating unit may be impaired by using external and internal sources of information. If any such indication exists, the Company estimates the recoverable amount of the asset or cash-generating unit.

If an individual asset generates independent cash inflows, it is tested for impairment as a stand-alone asset. If an asset does not generate independent cash inflows, it is tested for impairment together with other assets in a cash-generating unit, at the lowest level in which independent cash inflows are generated and monitored for internal management purposes.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and the value in use. The Company determines the fair value less costs to sell of an asset or a cash-generating unit in a hierarchy based on: (i) price in a binding sale agreement; (ii) market price traded in an active market; and (iii) estimate of market price using the best available information. The value in use is estimated by discounting the net cash inflows (by an appropriate discount rate) of the asset or unit, using reasonable and supportable management's budgets and forecasts of five years and extrapolation of cash inflows for periods beyond the five-year forecast or budget.

For an asset measured on a cost-based model, any impairment loss is recognised in profit or loss.

REGISTRATION NO.: 201101016938 (945074-A)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Impairment of non-financial assets (cont'd)

For a cash-generating unit, any impairment loss is allocated to the assets of the unit pro rata based on the relative carrying amounts of the assets.

The Company reassesses the recoverable amount of an impaired asset or a cash-generating unit if there is any indication that an impairment loss recognised previously may have reversed. Any reversal of impairment loss for an asset carried at a cost-based model is recognised in profit or loss, subject to the limit that the revised carrying amount does not exceed the amount that would have been determined had no impairment loss been recognised previously.

(c) Share capital and distributions

Ordinary shares and non-redeemable preference share issued that carry no put option and no mandatory contractual obligation: (i) to deliver cash or another financial asset; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company, are classified as equity instruments.

Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax effect.

Distributions to holders of an equity instruments are recognised as equity transactions and are debited directly in equity, net of any related income tax effect.

A dividend declared is recognised as a liability only after it has been appropriately authorised, which is the date when the Board of Directors declares an interim dividend, or in the case of a proposed final dividend, the date the shareholders of the Company approve the proposed final dividend in an annual general meeting of shareholders. For a distribution of non-cash assets to owners, the Company measures the dividend payable at the fair value of the assets to be distributed.

(d) Financial instruments

i) Initial recognition and measurement

The Company recognises a financial asset or a financial liability (including derivative instruments) in the statement of financial position when, and only when, it becomes a party to the contractual provisions of the instrument.

On initial recognition, all financial assets and financial liabilities are measured at fair value, which is generally the transaction price, plus transaction costs if the financial asset or financial liability is not measured at fair value through profit or loss. For instruments measured at fair value through profit or loss, transaction costs are expensed to profit or loss when incurred.

REGISTRATION NO.: 201101016938 (945074-A)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Financial instruments (cont'd)

ii) Derecognition of financial instruments

A financial asset is derecognised when, and only when, the contractual rights to receive the cash flows from the financial asset expire, or when the Company transfers the contractual rights to receive cash flows of the financial asset, including circumstances when the Company acts only as a collecting agent of the transferee, and retains no significant risks and rewards of ownership of the financial asset or no continuing involvement in the control of the financial asset transferred.

A financial liability is derecognised when, and only when, it is legally extinguished, which is either when the obligation specified in the contract is discharged or cancelled or expires. A substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. For this purpose, the Company considers a modification as a substantial if the present value of the revised cash flows of the modified terms discounted at the original effective interest rate differs by 10% or more when compared with the carrying amount of the original liability.

iii) Subsequent measurement of financial assets

After initial recognition, all financial assets are measured at amortised cost using the effective interest method.

All financial assets are subject to review for impairment in accordance with Note 4(d)(vii).

iv) Subsequent measurement of financial liabilities

After initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.

v) Fair value measurement of financial instruments

The fair value of a financial asset or a financial liability is determined by reference to the quoted market price in an active market, and in the absence of an observable market price, by a valuation technique using reasonable and supportable assumptions.

vi) Recognition of gains and losses

For financial assets and financial liabilities carried at amortised cost, a gain or loss is recognised in profit or loss only when the financial asset or financial liability is derecognised or impaired, and through the amortisation process of the instrument.

REGISTRATION NO.: 201101016938 (945074-A)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Financial instruments (cont'd)

vii) Impairment and uncollectibility of financial assets

At the end of each reporting period, the Company examines whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Evidences of trigger loss events include: (i) significant difficulty of the issuer or obligor; (ii) a breach of contract, such as a default or delinquency in interest or principal payments; (iii) granting exceptional concession to a customer; (iv) it is probable that a customer will enter bankruptcy or other financial reorganisation; (v) the disappearance of an active market for that financial asset because of financial difficulties; or (vi) any observable market data indicating that there may be a measurable decrease in the estimated future cash flows from a group of financial assets.

(e) Related party

Related party is a person and/or an entity related to the Company. Person related to the Company is a close member of the key management personnel or directors of the Company or a person that have control or joint control and have significant influence over the entity. Entity related to the Company is an entity in which the directors of the Company have control or joint control and have significant influence over the entity.

(f) Tax assets and tax liabilities

A current tax for current and prior periods, to the extent unpaid, is recognised as a current tax liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as a current tax asset. A current tax liability (asset) is measured at the amount the Company expects to pay (recover) using tax rates and laws that have been enacted or substantially enacted by the reporting date.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (or tax loss). The exceptions for initial recognition differences include items of property, plant and equipment that do not qualify for capital allowances and acquired intangible assets that are not deductible for tax purposes.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affect neither accounting profit nor taxable profit (or tax loss). The exceptions for the initial recognition differences include non-taxable government grants received and reinvestment allowances and investment tax allowances on qualifying property, plant and equipment.

REGISTRATION NO.: 201101016938 (945074-A)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Tax assets and tax liabilities (cont'd)

A deferred tax asset is recognised for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Deferred taxes are measured using tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred taxes reflect the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets or liabilities. For an investment property measured at fair value, the Company does not have a business model to hold the property solely for rental income, and hence, the deferred tax liability on the fair value gain is measured based on the presumption that the property is recovered through sale at the end of the reporting period.

At the end of each reporting period, the carrying amount of a deferred tax asset is reviewed, and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of a part or all of that deferred tax asset to be utilised. Any such reduction will be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

A current or deferred tax is recognised as income or expense in profit or loss for the period. For items recognised directly in equity, the related tax effect is also recognised directly in equity.

(g) Provisions

The Company recognises a liability as a provision if the outflows required to settle the liability are uncertain in timing or amount. A provision is measured at the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A provision is measured at the present value of the expenditures expected to be required to settle the obligation using a discount rate that reflects the time value of money and the risk that the actual outcome might differ from the estimate made. The unwinding of the discount is recognised as an interest expense.

REGISTRATION NO.: 201101016938 (945074-A)

5. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTY

(a) Judgements and assumptions applied

No critical judgement was made in the process of applying the accounting policies that has significant effect on the amount recognised in the financial statements.

(b) Estimation uncertainty

The measurement of some assets and liabilities requires management to use estimates based on various observable inputs and other assumptions. The areas or items that are subject to significant estimation uncertainties of the Company are in measuring are as follows: -

i) Measurement of a provision

The Company uses a "best estimate" as the basis for measuring a provision. Management evaluates the estimates based on the Company's historical experiences and other inputs or assumptions, current developments and future events that are reasonably possible under the particular circumstances. If an obligation is to be settled over time, the expected outflows are discounted at a rate that takes into account the time value of money and the risks that the actual outcome might differ from the estimates made. The actual outcome may differ from the estimate made and this may have a significant effect on the Company's financial position and results.

ii) Determining the value-in-use

In determining the value-in-use of a stand-alone asset or a cash-generating unit, management uses reasonable and supportable inputs about sales, costs of sales and other expenses based upon past experiences, current events and reasonably possible future developments. Cash flows are projected based on those inputs and discounted at an appropriate discount rate(s). The actual outcome or event may not coincide with the inputs or assumptions and the discount rate applied in the measurement, and this may have a significant effect on the Company's financial position and results.

6. INVESTMENT PROPERTY

	<u>2023</u> RM	<u>2022</u> RM
<u>Fair value</u>		
At 1 July	45,700,000	-
Transfer from investment property measured at cost	-	4,237,602
Fair value adjustments	-	41,462,398
At 30 June	<u>45,700,000</u>	<u>45,700,000</u>

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

6. INVESTMENT PROPERTY (CONT'D)

The investment property as at the end of each reporting period is as follows:

	<u>2023</u> RM	<u>2022</u> RM
Freehold land	<u>45,700,000</u>	<u>45,700,000</u>

The investment property is stated at fair value based on market value performed by an accredited independent professional valuer on 30 May 2022. The gain or loss on changes in fair value is recognised in profit or loss.

No rental income from investment property during the financial year.

7. CASH AND CASH EQUIVALENTS

For the purpose of the statement of cash flows, the components of cash and cash equivalents consist of:

	<u>2023</u> RM	<u>2022</u> RM
Cash at bank	<u>20,025</u>	<u>27,456</u>

8. SHARE CAPITAL

	Number of shares		Amount	
	<u>2023</u> units	<u>2022</u> units	<u>2023</u> RM	<u>2022</u> RM
Issued and fully paid - ordinary shares	<u>200,000</u>	<u>200,000</u>	<u>200,000</u>	<u>200,000</u>

9. RETAINED EARNINGS

The Company is able to distribute dividends out of its distributable retained earnings under the single-tier tax system.

10. OTHER PAYABLES

	<u>2023</u> RM	<u>2022</u> RM
Accrual	3,000	3,000
Other payables	318	265
Director	1,475,701	1,475,701
Total other payables	<u>1,479,019</u>	<u>1,478,966</u>

The amount due to a director is unsecured, non-interest bearing and repayable on demand.

APPENDIX III – AUDITED FINANCIAL STATEMENTS OF GOLDENLUCK FOR FYE 30 JUNE 2023 (CONT'D)

REGISTRATION NO.: 201101016938 (945074-A)

11. (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before tax has been arrived at:

	<u>2023</u> RM	<u>2022</u> RM
After charging:		
Auditors' remuneration	<u>3,000</u>	<u>3,000</u>

12. RELATED PARTY DISCLOSURES

- (a) No significant related party transaction during the financial year.
- (b) Information regarding outstanding balances arising from related party transactions as at 30 June 2023 is disclosed in Note 10.
- (c) Key management personnel of the Company are those who are the executive directors of the Company and there is no key management personnel compensation during the financial year.

13. FINANCIAL INSTRUMENTS

	<u>2023</u> RM	<u>2022</u> RM
Financial assets measured at amortised cost:		
Cash and cash equivalents	<u>20,025</u>	<u>27,456</u>
Financial liabilities measured at amortised cost:		
Other payables	<u>1,476,019</u>	<u>1,475,966</u>

14. INCOME/(EXPENSE) AND GAIN/(LOSS) FROM FINANCIAL INSTRUMENTS

No income/(expense) and gain/(loss) from financial instruments for the year ended 30 June 2023.



Our Ref : V/PG/DY2236 (UL2)
Date : 2nd August 2023

PRIVATE & CONFIDENTIAL
ICONIC WORLDWIDE BERHAD

70-1-30, D'Piazza Mall
Jalan Mahsuri, Bandar Bayan Baru
11900 Bayan Lepas
Pulau Pinang

Dear Sirs,

UPDATE VALUATION OF A PARCEL OF VACANT LAND IDENTIFIED AS LOT NO. 7685 HELD UNDER TITLE NO. GERAN 59034, MUKIM 13, DISTRICT OF TIMOR LAUT, STATE OF PULAU PINANG ("SUBJECT PROPERTY").

This update valuation is prepared for the inclusion in the Circular to shareholders of Iconic Worldwide Berhad ("IWB") pursuant to the proposed acquisition in a related party transaction requiring submission to Bursa Malaysia Securities Berhad ("Bursa").

In accordance with the instructions from IWB, the objective of this update valuation is for the review of the Market Values reported in our valuation report and update valuation letter bearing Reference Nos. V/PG/DY2236 dated 3rd June 2022 ("Full Valuation Report") and V/PG/DY2236 (UL) dated 10th February 2023 ("Update Valuation Letter") respectively. We have conducted a cursory inspection of the Subject Property on 1st August 2023. Therefore, the material date of this update valuation is 1st August 2023.

This update valuation has been carried out in compliance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia (6th Edition of MVS and effective from 1st January 2019) and the Asset Valuation Guidelines (1st Revision Series No.SC-GL/AV-2009 (R1-2017) dated 19th January 2017 and effective from 20th March 2017) issued by the Securities Commission Malaysia.

The basis of valuation adopted for the purpose of this valuation is **Market Value**. The term **Market Value**, as defined in the Malaysian Valuation Standards 6th Edition 2019, is "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion".

HENRY BUTCHER MALAYSIA (PENANG) Sdn Bhd 198901000192 (177498-P)

142-M, Jalan Burma, 10050 Penang, Malaysia

t ● +604-229 8999 f ● +604-229 8666

e ● hbpenang@hbmmpg.com w ● www.henrybutcherpenang.com.my



VPM(1)0008/4

Valuation | Real Estate Agency | Investment Advisory | International Marketing | Market Research | Development Consultancy |
Project Marketing | Asset Management | Property Management | Retail Consultancy | Auctions | Plant & Machinery | Art Consultancy

DESCRIPTION OF THE SUBJECT PROPERTY

The Subject Property comprises a parcel of freehold vacant land identified as Lot No. 7685 sited adjacent to a flatted residential development known as Green Garden and is located along the main thoroughfare of Jalan Paya Terubong, in the locality of Paya Terubong on Penang Island.

At the date of our cursory inspection, no significant material changes to the physical condition of the Subject Property that would affect the contents of the valuation between the dates of Full Valuation Report, Update Valuation Letter and this current update valuation.

TITLE PARTICULARS

We wish to confirm that there are no changes to the particulars of the title in respect of the Subject Property since the dates of the Full Valuation Report, Update Valuation Letter and this current update valuation.

LOCAL AUTHORITY SEARCHES

In accordance with the gazetted *Rancangan Struktur Negeri Pulau Pinang 2030*, the Subject Property is located within an area zoned as "Hutan".

Pursuant to the letter issued by local licensed architect i.e. Messrs. BYG Architecture Sdn. Bhd. ("BYG"), we noted that despite of the zoning of the Subject Property under "Hutan", there is a development potential in respect of the Subject Property for residential purpose subject to change of the prescribed zoning followed by subsequent approvals of Planning and Building.

BYG has taken note that the rezoning application is subjected to the non-approval risks attributable to factors such as negative impact on surrounding properties, zoning consistency within the area, legal and technical compliance, building height and residential density considerations as well as slope stability and geotechnical concerns for land designated as 'Hill Land'.

However, BYG are of the opinion that the success rate may possibly outweigh the risks after taking into consideration that rezoning of the Subject Property, if undertaken would be supported by the factors such as the location of the Subject Property which is sited adjacent to residential developments (i.e. Green Garden, Eco Terrace, Taman Paya Terubong, Suria Vista Apartment and Majestic Heights) and its location which is located within a short distance to the Bukit Kukus Paired Road, which had been preceded in some cases with similar circumstances.

While the risks are considerable for the Subject Property, BYG is of the opinion that the application is still in equally good standing to obtain approval from the Penang State Planning Committee. Furthermore, the IWB will endeavor to comply with the submission requirements so that the chances of non-approval of the rezoning application would be remote.

MARKET OBSERVATION

We wish to confirm that we have not been notified of any significant material changes to the market condition of the Subject Property between the dates of the Full Valuation Report, Update Valuation Letter and this current update valuation.

VALUATION APPROACH

We have adopted the same valuation approach as stated in the Full Valuation Report i.e. the Comparison Approach in formulating our opinion of the Market Value of the Subject Property.

We have adopted only one method of valuation i.e. Comparison Approach in this valuation as other alternative methods such as the Income Approach or Cost Approach as defined in the Malaysian Valuation Standards 6th Edition 2019 are not applicable. The reason is due to the fact that the Subject Property comprises a parcel of vacant land without any development approval or approved layout plan by the Local Authority as at the date of valuation.

We wish to draw the attention that no recent transaction of land with similar characteristic reported between the date of last update valuation i.e. 10th February 2023 and 1st August 2023. In view of this, we have adopted similar Comparables stated in our Full Valuation Report in arriving at the Market Value of the Subject Property.

We hereby confirm that there is no change in the Market Value as reported in the Full Valuation Report and Update Valuation Letter.

OPINION OF VALUE

Having regard to the foregoing and taken into consideration of the rezoning possibility of the Subject Property as per BYG's comments and opinions, our opinion of the **Market Value** of the full share freehold interest of the **Subject Property** identified as Lot No. 7685 held under Title No. Geran 59034, Mukim 13, District of Timor Laut, State of Pulau Pinang as at 1st August 2023 **ON AN "AS IS" BASIS, WITH VACANT POSSESSION AND SUBJECT TO THE TITLE BEING GOOD, REGISTRABLE, MARKETABLE, FREE FROM ALL ENCUMBRANCES, ENDORSEMENTS, STATUTORY NOTICES AND OUTGOINGS** is **RM45,700,000** (Ringgit Malaysia Forty Five Million And Seven Hundred Thousand Only).

Yours faithfully,
HENRY BUTCHER MALAYSIA (Penang) Sdn Bhd



SR. DR. TEOH POH HUAT
FRICS, FRISM
Chartered Surveyor / Registered Valuer
Designation: Director
Registered Number: V-296

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)



Our Ref : V/PG/DY2236 (UL)
Date : 10th February 2023

PRIVATE & CONFIDENTIAL

ICONIC WORLDWIDE BERHAD

70-1-30, D'Piazza Mall
Jalan Mahsuri, Bandar Bayan Baru
11900 Bayan Lepas
Pulau Pinang

Dear Sirs,

UPDATE VALUATION OF A PARCEL OF VACANT LAND IDENTIFIED AS LOT NO. 7685 HELD UNDER TITLE NO. GERAN 59034, MUKIM 13, DISTRICT OF TIMOR LAUT, STATE OF PULAU PINANG ("SUBJECT PROPERTY").

This update valuation is prepared for the inclusion in the Circular to shareholders of Iconic Worldwide Berhad ("IWB") pursuant to the proposed acquisition in a related party transaction requiring submission to Bursa Malaysia Securities Berhad ("Bursa").

In accordance with the instructions from IWB, the objective of this update valuation is for the review of the Market Value reported in our valuation report bearing Reference No. V/PG/DY2236 dated 3rd June 2022 ("Full Valuation Report"). We have conducted cursory inspection of the Subject Property on 10th February 2023. Therefore, the material date of this update valuation is 10th February 2023.

This update valuation has been carried out in compliance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia (6th Edition of MVS and effective from 1st January 2019) and the Asset Valuation Guidelines (1st Revision Series No.SC-GL/AV-2009 (R1-2017) dated 19th January 2017 and effective from 20th March 2017) issued by the Securities Commission Malaysia.

The basis of valuation adopted for the purpose of this valuation is **Market Value**. The term **Market Value**, as defined in the Malaysian Valuation Standards 6th Edition 2019, is "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion".

HENRY BUTCHER MALAYSIA (PENANG) Sdn Bhd 198901000192(177498-P)

Firm's Registration No.: VPM (1) 0008/4

142-M, Jalan Burma, 10050 Penang, Malaysia.

t • +604 229 8999 f • +604 229 8666 e • hbpenang@hbmppg.com w • www.henrybutcherpenang.com

Valuation | Real Estate Agency | Investment Advisory | International Marketing | Market Research | Development Consultancy
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RICS



V0296, E1053, PM0296

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

DESCRIPTION OF THE SUBJECT PROPERTY

The Subject Property comprises a parcel of freehold vacant land identified as Lot No. 7685 sited adjacent to a flatted residential development known as Green Garden and is located along the main thoroughfare of Jalan Paya Terubong, in the locality of Paya Terubong on Penang Island.

At the date of our cursory inspection, no significant material changes to the physical condition of the Subject Property that would affect the contents of the valuation between the date of Full Valuation Report and the date of this update valuation.

TITLE PARTICULARS

We wish to confirm that there are no changes to the particulars of the title in respect of the Subject Property since the date of the Full Valuation Report.

MARKET OBSERVATION

We wish to confirm that we have not been notified of any significant material changes to the market condition of the Subject Property between the date of the Full Valuation Report and the date of this update valuation.

VALUATION APPROACH

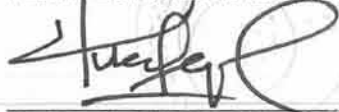
We have adopted the same valuation approach as stated in the Full Valuation Report i.e. the Comparison Approach in formulating our opinion of the Market Value of the Subject Property. We hereby confirm that there is no change in the Market Value as reported in the Full Valuation Report.

We have adopted only one method of valuation i.e. Comparison Approach in this valuation as other alternative methods such as the Income Approach or Cost Approach as defined in the Malaysian Valuation Standards 6th Edition 2019 are not applicable. The reason is due to the fact that the Subject Property comprises a parcel of vacant land without any development approval or approved layout plan by the Local Authority as at the date of valuation.

OPINION OF VALUE

Having regard to the foregoing, our opinion of the **Market Value** of the full share freehold interest of the **Subject Property** identified as Lot No. 7685 held under Title No. Geran 59034, Mukim 13, District of Timor Laut, State of Pulau Pinang as at 10th February 2023 **ON AN "AS IS" BASIS, WITH VACANT POSSESSION AND SUBJECT TO THE TITLE BEING GOOD, REGISTRABLE, MARKETABLE, FREE FROM ALL ENCUMBRANCES, ENDORSEMENTS, STATUTORY NOTICES AND OUTGOINGS** is **RM45,700,000** (Ringgit Malaysia Forty Five Million And Seven Hundred Thousand Only).

Yours faithfully,
HENRY BUTCHER MALAYSIA (Penang) Sdn Bhd



SR. DR. TEOH POH HUAT (V-296)
FRICS, FRISM

Chartered Surveyor / Registered Valuer
Designation: Director
Registered Number: V-296



HENRY BUTCHER MALAYSIA

International Asset Consultants

Our Ref : V/PG/DY2236 (AG)
Date : 3rd June 2022

PRIVATE & CONFIDENTIAL
ICONIC WORLDWIDE BERHAD
70-1-30, D'Piazza Mall
Jalan Mahsuri, Bandar Bayan Baru
11900 Bayan Lepas
Pulau Pinang

Dear Sirs,

VALUATION CERTIFICATE OF A PARCEL OF VACANT LAND IDENTIFIED AS LOT NO. 7685 HELD UNDER TITLE NO. GERAN 59034, MUKIM 13, DISTRICT OF TIMOR LAUT, STATE OF PULAU PINANG ("SUBJECT PROPERTY").

This Valuation Certificate has been prepared for the inclusion in the Circular to shareholders of Iconic Worldwide Berhad ("**IWB**") pursuant to the proposed acquisition in a related party transaction requiring submission to Bursa Malaysia Securities Berhad ("**Bursa**").

In accordance with the instruction from IWB, we have valued the Subject Property vide our valuation report bearing Reference No. V/PG/DY2236 dated 3rd June 2022. The material date of valuation for this valuation exercise is taken as at 30th May 2022.

This Valuation Certificate is a summary of the relevant facts and information set out in our valuation report and to be read in conjunction with our valuation report bearing Reference No. V/PG/DY2236 dated 3rd June 2022.

The valuation has been carried out in compliance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia (6th Edition of *MVS and effective from 1st January 2019*) and the Asset Valuation Guidelines (1st Revision Series No. SC-GL/AV-2009 (R1-2017) dated 19th January 2017 and effective from 20th March 2017) issued by the Securities Commission Malaysia.

The basis of valuation adopted for the purpose of this valuation is **Market Value**. The term **Market Value**, as defined in the Malaysian Valuation Standards 6th Edition 2019, is "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion".

HENRY BUTCHER MALAYSIA (PENANG) Sdn Bhd 198901000192(177498-P)

Firm's Registration No.: VPM (1) 0008/4

142-M, Jalan Burma, 10050 Penang, Malaysia

t • +604 229 8999 f • +604 229 8666 e • hbpenang@hbmpg.com w • www.henrybutcherpenang.com

Valuation | Real Estate Agency | Investment Advisory | International Marketing | Market Research | Development Consultancy
Project Marketing | Asset Management | Property Management | Retail Consultancy | Auctions | Plant & Machinery | Art Consultancy



RICS®



V0296, E1053, PM0296

TERMS OF REFERENCE

We are instructed by IWB to ascertain the Market Value of the Subject Property for the purpose of proposed acquisition in a related party transaction requiring submission to Bursa on an "As Is" basis, with vacant possession and subject to the title being good, registrable, marketable, free from all encumbrances, endorsements, statutory notices and outgoing.

INTEREST TO BE VALUED

The interest to be valued comprises a parcel of freehold vacant land sited adjacent to a flatted residential development known as Green Garden and is located along the main thoroughfare of Jalan Paya Terubong identified as Lot No. 7685 held under Title No. Geran 59034, Mukim 13, District of Timor Laut, State of Pulau Pinang.

DESCRIPTION AND LOCATION OF THE SUBJECT PROPERTY

The Subject Property comprises a parcel of freehold vacant land identified as Lot No. 7685 sited adjacent to a flatted residential development known as Green Garden and is located along the main thoroughfare of Jalan Paya Terubong, in the locality of Paya Terubong on Penang Island.

The Subject Property is located within a mixed development neighbourhood comprising mainly condominiums, apartments, flats, terraced, semi-detached and detached houses, townhouses, shopoffices and commercial buildings.

Prominent landmarks in the vicinity include *Pasar & Kompleks Makanan Taman Terubong Jaya*, Pine Valley Business Centre, Goldhill Complex, Petronas, Shell & Caltex petrol stations, United Hokkien Cemeteries Penang, EconSave Supermarket, Permata Sports Complex and *Balai Bomba Dan Penyelamat Paya Terubong* and the proposed Sunway Valley City by Sunway Group.

Residential developments located nearby include Green Garden, Majestic Height, Taman Suria Vista (apartment and townhouse developments), Taman Terubong Indah, Taman Terubong Jaya, Flat Paya Terubong, Kiara Indah, Bukit Saujana, Bukit Awana, Sunmoon City, Taman Paya Terubong, Taman Terubong Indah Phase 2A, Taman Oriental, Eco Terraces, Pine Residences and two (2) on-going affordable housing developments known as The Stone and The Dew, both undertaken by PLB Group.

The Subject Property is situated approximately 10.2 km due south-west of *Kompleks Tun Abdul Razak ("KOMTAR")*, is about 5.9 km due south of Penang Hill Lower Station and is about 10 km due north of Penang International Airport ("PIA") in Bayan Lepas.

The Subject Property is approachable from KOMTAR via Jalan Magazine, Jalan Datuk Keramat, Jalan Air Itam, Jalan Paya Terubong and thence onto a service road leading to the south-eastern portion of the Subject Property. Alternatively, the Subject Property is accessible from PIA via Jalan Tun Dr Awang, Persiaran Bukit Jambui, Bukit Kukus Paired Road, Jalan Paya Terubong and thence onto a service road leading to the south-eastern portion of the Subject Property, all being well-maintained metalled roads.

The site is generally undulating to hilly in terrain and slopes upwards from about 80 metres above sea level at its south-eastern portion to about 220 metres at its north-western portion.

The boundaries of the site are not physically demarcated by any form of fencing.

At the date of our inspection, we noted that the site is generally overgrown with wild vegetation and still mainly covered with secondary jungle.

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

TITLE PARTICULARS

Brief particulars of title of the Subject Property as extracted from title search conducted and obtained from the Penang Land Registry on 3rd June 2022 are as follows:-

Lot No. :	7685, Mukim 13, District of Timor Laut, State of Pulau Pinang.
Title No. :	Geran 59034
Tenure :	Freehold
Category of Land Use :	<i>Tiada</i>
Title Land Area :	6.07 hectares
Registered Proprietor :	GOLDENLUCK DEVELOPMENT SDN. BHD. – full share
Express Conditions :	(FIRST GRADE) The Land comprised in this title: (a) shall not be affected by any provision of the National Land Code limiting the compensation payable on the exercise by the State Authority of a right of access or use conferred by Chapter 3 of Part Three of the Code or on the creation of a Land Administrator's right of way; and (b) subject to the implied condition that land is liable to be re-entered if it is abandoned for more than three years shall revert to the State only if the proprietor for the time being dies without heirs; and the title shall confer the absolute right to all forest produce and to all oil, mineral and other natural deposits on or below the surface of the land (including the right to work or extract any such produce or deposit and remove it beyond the boundaries of the land).
Restriction-In-Interest :	<i>Tiada</i>
Encumbrances :	Nil
Endorsement :	Nil

LOCAL AUTHORITY SEARCHES

Our enquiries conducted at the Department of Urban Planning and Development of *Majlis Bandaraya Pulau Pinang* ("M.B.P.P.") (*Jabatan Perancang Pembangunan, M.B.P.P.*) revealed that the Subject Property is located within an area zoned "Tanah Bukit" (Hill land).

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

VALUATION METHODOLOGY

We have adopted the **Comparison Approach** of valuation to assess the Market Value of the Subject Property.

Comparison Approach is the Market Approach of comparing the Subject Property with similar properties that were transacted recently, due consideration is given to factors such as market condition (time), size (land area), location, terrain and zoning to arrive at our opinion of Market Value of the Subject Property.

It is pertinent to note that valuation of property for submission to Bursa has to be undertaken by two recognised Methods of Valuation (Paragraph 4.06 of Asset Valuation Guidelines). However, for this valuation we have adopted only one method of valuation i.e. Comparison Approach in this valuation as other alternative methods such as the Income Approach or Cost approach as defined in the *Malaysian Valuation Standards Sixth Edition 2019* are not applicable. The reason is due to the fact that the Subject Property comprises a parcel of vacant land without any development approval or approved layout plan by the Local Authority as at the date of valuation.

SUMMARY OF COMPARISON APPROACH

We wish to draw the attention that no transaction of similar land in terms of zoning, terrain and size recorded in the District of Timor Laut on Penang Island over the last 7 years. Therefore, for the purpose of this valuation, we have utilised three (3) comparables with similar aspects i.e. hilly vacant land located in Mukim 11 and Mukim 12 of District of Barat Daya in our valuation computation of Comparison Approach.

Details of the comparables are presented as follows :-

	Comparable No. 1	Comparable No. 2	Comparable No. 3
Property particulars	Lot Nos. 359, 362 & 553 held under Title Nos. Geran Mukim 617, Geran Mukim 503 & Geran Mukim 537 respectively, all within Mukim 11, District of Barat Daya, Pulau Pinang.	Lot No. 918 held under Title No. Geran Mukim 283, Mukim 11, District of Barat Daya, Pulau Pinang.	Lot No. 17073 held under Title No. Geran 121271, Mukim 12, District of Barat Daya, Pulau Pinang.
Location	Along Jalan Permatang Damar Laut (Permatang Damar Laut in Bayan Lepas)	Off Lorong Kampung Bukit 3 (Near to Sungai Ara)	Along Jalan Sungai Ara 1, Sungai Ara
Type of property	3 adjoining parcels of vacant land	A parcel of vacant land	A parcel of vacant land
Zoning	Residential	Hill Land	Residential
Distance from Subject Property	10.6 km	9.7 km	7.4 km
Transaction date	16 February 2021	16 January 2018	20 October 2015
Vendor	Charterway Development Sdn Bhd	GSM Feedmills Sdn Bhd	WLB Properties Sdn Bhd
Purchaser	M Summit Premium Sdn Bhd	Charterway Realty Sdn Bhd	Diamaward (M) Sdn Bhd
Tenure	Freehold interest		
Share	Full Share		
Source	Sale & Purchase Agreement	Jabatan Penilaian dan Perkhidmatan Hartanah	
Land area	130,098 sq. ft.	162,524 sq. ft.	422,376 sq. ft.
	2.987 acres	3.731 acres	9.696 acres
Consideration	RM10,407,836	RM14,302,138	RM57,020,420
Based Value	RM80.00 per sq. ft.	RM88.00 per sq. ft.	RM135.00 per sq. ft.

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

	Comparable No. 1	Comparable No. 2	Comparable No. 3
Remarks :-			
- Time difference	15.4 months	52.4 months	79.4 months
- Size (land area)	Smaller	Smaller	Smaller
- Location	Poorer	Similar	Better
- Terrain	Better (Hilly : 20m to 40m above sea level)	Better (Hilly : 20m to 50m above sea level)	Better (Hilly : 60m to 120m above sea level)
- Zoning	Better	Similar	Better
Adjustments	Property values in the locality of this Comparable appear to be relatively stable over the past 15.4 months, hence, no adjustment has been made for time (market condition) factor.	Property values in the locality of this Comparable appear to be relatively stable over the past 52.4 months, hence, no adjustment has been made for time (market condition) factor	The overall property market situation in Penang was much better in 2015 as compared to 2022. Generally, the demand of hill land with the potential of high-rise affordable housing development is high during this period due to the fact that many local developers are keen to build affordable housing developments based on the initiatives and "friendly" guidelines with reasonable controlled pricing imposed on affordable housing development by Penang State Government. However, based on the current rapid price hike of building materials for construction due to high inflation coupled with the continuous and prolong shortage of labour force in construction site recently, the total new development cost of housing project has increased substantially recently in directly slowed down the performances of the overall property market in Penang. Hence, a downward adjustment has been made for time (market condition) factor.
	The land area of Subject Property is larger than this Comparable, hence a downward adjustment has been made for size (land area) factor.		
	The location of the Subject Property is superior than this Comparable due to the fact that Subject Property is situated within a short distance to the established Paya Terubong Town Centre with good amenities located nearby, hence an upward adjustment has been made for location factor.	The location of the Subject Property and this Comparable are similar in nature, both are being surrounded by flatted residential developments. Hence, no adjustment has been made for location factor.	The location of this Comparable is superior than the Subject Property due to the fact this Comparable is situated in the Sungai Ara Town Centre and located within a short distance to the Penang International Airport as well as the Bayan Lepas Industrial Park, hence an downward adjustment has been made for location factor.
	The terrain of the Subject Property is steeper than this Comparable, hence a downward adjustment has been made for terrain factor.		
	The zoning of this Comparable is superior than the Subject Property, hence an downward adjustment has been made for zoning factor.	No adjustment has been made for zoning factor as both of the Subject Property and this Comparable are located within an area zoned for "Hill Land".	The zoning of this Comparable is superior than the Subject Property, hence an downward adjustment has been made for zoning factor.
Adjusted Value	RM68.00 per sq. ft.	RM70.40 per sq. ft.	RM67.50 per sq. ft.

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

Justification :-

Post adjustments have been made to the Comparables after taking into consideration of the positive and negative factors of market condition (time), size (land area), location, terrain and zoning. From these Comparables, we have concluded that Comparable No. 1 would be a reasonable benchmark due to the fact that this Comparable is the most recent transaction with lesser adjustment has been made in the valuation computation and is similar in nature in terms of terrain being hilly and both the Subject Property and this Comparable are located along the main road. Having considered the above, we have adopted RM70.00 per sq. ft. (rounded up from RM68.00 per sq. ft.) to be the fair market rate for Subject Property.

Summary of Comparison Approach:-

Market Value of Subject Property		
653,369 sq. ft. X RM70 per sq. ft. = RM45,735,830	Says	RM45,700,000

REGISTERED TRANSACTION / TRANSACTION HISTORY

Based on the endorsements stated in the land title and / or records of transfer which are submitted to Valuation & Property Services Department (*Jabatan Pemilaian dan Perkhidmatan Harta*) in the adjudication process of a transaction, we noted that there is no record of any transfer involving the Subject Property within the past 2 years from the date of this valuation.

COVID-19 PANDEMIC AND ITS IMPACT ON MARKET VALUE

Malaysia has reopened its border to international visitors starting from 1st April 2022, allowing fully vaccinated travellers and certain other groups of travellers to enter the country without quarantine. Reopening the country border is part of the national move to transition into the Endemic Phase.

With market sentiments having returned with some confidence especially in the business sector after the successful National Covid-19 Immunisation Programme, the performance for Penang's property market in 2022 is anticipated to be healthy and positive.

In accordance with the Annual Property Market Report (2021) published by National Property Information Centre, the performance of the property market in Pulau Pinang shows a recovery in 2021 driven by growth in market activity. The residential property continued to be the most actively transacted sub-sector of the total transaction and has recorded highest volume and value of transaction in the past 5 years.

In view of the above, we are of the opinion that the performance of residential market would still be driven by local demand whilst the recovery of the office, retail and industrial sub-sectors would be led by sustainable positive developments in the economy. With the recent Government's policies and incentives inclined towards the residential sub-sector, it will remain as the main sector to revive the property market.

Therefore, we are of the opinion that the COVID-19 pandemic would not have much negative impact towards the value of the Subject Property. However, given the unknown future impact that COVID-19 might have on the property market, we recommend that the valuation of the Subject Property be reviewed frequently.

APPENDIX IV – VALUATION CERTIFICATE ON THE SUBJECT LAND (CONT'D)

OPINION OF VALUE

The Market Value arrived at by using the Comparison Approach is as follows:-

Method Of Valuation	Market Value
Comparison Approach	RM45,700,000 (Ringgit Malaysia Forty Five Million And Seven Hundred Thousand Only)

Having regard to the foregoing, our opinion of the **Market Value** of the full share freehold interest of the **Subject Property** identified as Lot No. 7685 held under Title No. Geran 59034, Mukim 13, District of Timor Laut, State of Pulau Pinang as at 30th May 2022 **ON AN "AS IS" BASIS, WITH VACANT POSSESSION AND SUBJECT TO THE TITLE BEING GOOD, REGISTRABLE, MARKETABLE, FREE FROM ALL ENCUMBRANCES, ENDORSEMENTS, STATUTORY NOTICES AND OUTGOINGS** is **RM45,700,000** (Ringgit Malaysia Forty Five Million And Seven Hundred Thousand Only).

Yours faithfully,
HENRY BUTCHER MALAYSIA (PENANG) SDN BHD



SR. DR. TEOH POH HUAT (V-296)
FRICS, FRISM
Chartered Surveyor / Registered Valuer
Designation: Director
Registration Number: V-296

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023



ECOVIS MALAYSIA PLT
201404001750 (LLP0003185-LCA) & AF 001825
Chartered Accountants, Kuala Lumpur, Malaysia

Board of Directors
ICONIC WORLDWIDE BERHAD ("ICONIC")
No.1-2, Jalan Icon City
Icon City
14000 Bukit Mertajam, Penang

Kuala Lumpur office
Eunice Chai, Assurance
Phone: +603 7981 1799
Fax-No: +603 7980 4796
E-Mail: eunice.chai@ecovis.com.my
Ref: A/CKC/CHS

Kuala Lumpur, **30 NOV 2023**

Dear Sirs

ICONIC WORLDWIDE BERHAD ("ICONIC" OR "THE COMPANY") AND ITS SUBSIDIARIES ("ICONIC GROUP")

REPORTING ACCOUNTANT'S REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 FOR INCLUSION IN THE CIRCULAR TO SHAREHOLDERS

We have completed our assurance engagement to report on the compilation of Pro Forma Consolidated Statements of Financial Position of Iconic Group prepared by the Board of Directors of the Company ("Directors"). The Pro Forma Consolidated Statements of Financial Position as at 31 March 2023 together with the accompanying notes thereon are set out in **Appendix I**, which has been stamped by us for identification purposes only, have been compiled by the Directors for inclusion in the Circular to Shareholders of Iconic in relation to the Company's Multiple Proposals (as described in Note 3).

The applicable criteria on the basis of which the Directors have compiled the Pro Forma Consolidated Statements of Financial Position are specified paragraphs 5.13 to 5.16 of Chapter 5, Pro Forma Financial Information under Part II Contents of Prospectus, Division 5 Abridged Prospectus of the Prospectus Guidelines ("Prospectus Guidelines") issued by the Securities Commission Malaysia.

The Pro Forma Statements of Financial Position have been compiled by the Directors to illustrate the impact of the Multiple Proposals, as set out in the notes to the Pro Forma Consolidated Statements of Financial Position in **Appendix I**, on the Iconic Group's Financial Position as at 31 March 2023 as if the Proposals had taken place at 31 March 2023. As a part of this process, information about Iconic Group's Financial Position has been extracted by the Directors from Iconic's audited financial statements for the year ended 31 March 2023, which have been audited without any modification.

ECOVIS MALAYSIA PLT 201404001750 (LLP0003185-LCA) & AF 001825 Chartered Accountants, No 9-3, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Malaysia Phone: +60(3) 7981 1799 Fax: +60(3) 7980 4796 E-Mail: kuala-lumpur@ecovis.com.my

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Directors’ Responsibility for the Pro Forma Consolidated Statements of Financial Position

The Directors are solely responsible for compiling the Pro Forma Consolidated Statements of Financial Position on the basis described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position in **Appendix I**, in accordance with the requirements of the Prospectus Guidelines.

Reporting Accountant’s Professional Ethics and Quality Management

We have complied with the independence and other ethical requirement of the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by the Prospectus Guidelines, about whether the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, by the Directors on the basis described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position as set out in **Appendix I**.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the Pro Forma Consolidated Statements of Financial Position on the basis described in the Notes to the Pro Forma Consolidated Statements of Financial Position in **Appendix I**.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Consolidated Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Consolidated Statements of Financial Position.

The purpose of the Pro Forma Consolidated Statements of Financial Position included in the circular is solely to illustrate the impact of significant events or transactions on unadjusted financial information of Iconic Group as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions would have been as presented.

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)



Reporting Accountant’s Responsibilities (cont’d)

A reasonable assurance engagement to report on whether the Pro Forma Consolidated Statements of Financial Position has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Consolidated Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Pro Forma Statements of Financial Statements reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of Iconic Group, the event or transaction in respect of which the Pro Forma Consolidated Statements of Financial Position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Consolidated Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Consolidated Statements of Financial Position has been compiled, in all material respects, on the basis stated in the notes to the Pro Forma Consolidated Statements of Financial Position in **Appendix I**.

Restriction on Distribution and Use

Our report is issued for the sole purpose of inclusion in the circular to shareholders of Iconic in connection with the Multiple Proposals and should not be used for any other purpose. Neither the Firm nor any member or employee of the Firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

A handwritten signature in dark ink, appearing to read 'Ecovis'.

ECOVIS MALAYSIA PLT
AF 001825
Chartered Accountants

A handwritten signature in dark ink, appearing to read 'CHUA KAH CHUN'.

CHUA KAH CHUN
02696/09/2025 J
Chartered Accountant

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023

Scenario i: Minimum scenario

	Note	Audited Financial Statements as at 31 March 2023	Pro Forma I Upon Completion of Proposed Rights Issue with Warrants RM'000	Pro Forma II Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Pro Forma III Upon Full Exercise of Warrants RM'000
Assets					
Non-current assets					
Property, plant and equipment		197,732	197,732	197,732	197,732
Right-of-use assets		23,388	23,388	23,388	23,388
Investment properties	5.1(a)	20,510	20,510	66,210	66,210
Goodwill	5.1(b)	-	-	129	129
		241,630	241,630	287,459	287,459
Current assets					
Inventories		36,662	36,662	36,662	36,662
Trade and other receivables		9,340	9,340	9,340	9,340
Current tax assets	5.1(c)	1,094	1,094	1,094	1,094
Cash and bank balances	5.1(d)	13,474	73,474	19,808	52,749
		60,570	120,570	66,904	99,845
Total assets		302,200	362,200	354,363	387,304

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 (CONT'D)

Scenario I: Minimum scenario (cont'd)

		Pro Forma I	Pro Forma II	Pro Forma III
		Upon Completion of Proposed Rights Issue with Warrants RM'000	Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Upon Full Exercise of Warrants RM'000
	Audited Financial Statements as at 31 March 2023 RM'000			
Note				
Equity and liabilities				
Equity attributable to owners of the parent				
Share capital	5.1(e)	180,158	180,158	241,334
Warrant reserve	5.1(f)	28,235	28,235	-
Capital reserve		1,582	1,582	1,582
Revaluation reserve		24,184	24,184	24,184
Retained earnings	5.1(g)	2,156	656	656
		236,315	234,815	267,758
Non-controlling interest		(123)	(123)	(123)
Total equity		236,192	234,692	267,633
Liabilities				
Non-current liabilities				
Borrowings	5.1(h)	84,916	84,916	72,530
Lease liabilities		516	516	516
Deferred tax liabilities	5.1(i)	4,056	8,628	8,628
		89,488	81,672	81,672

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 (CONT'D)

Scenario I: Minimum scenario (cont'd)

	Note	Audited Financial Statements as at 31 March 2023 RM'000	Pro Forma I Upon Completion of Proposed Rights Issue with Warrants RM'000	Pro Forma II Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Pro Forma III Upon Full Exercise of Warrants RM'000
Equity and liabilities (cont'd)					
Liabilities (cont'd)					
Current liabilities					
Trade and other payables	5.1(i)	22,113	22,113	23,592	23,592
Borrowings	5.1(h)	14,067	14,067	14,067	14,067
Lease liabilities		339	339	339	339
Current tax liabilities		1	1	1	1
		36,520	36,520	37,999	37,999
Total liabilities		126,008	126,008	119,671	119,671
Total equity and liabilities		302,200	362,200	354,363	387,304
Net assets (RM'000)		176,192	236,192	234,692	267,633
Number of ordinary shares assumed in issue ('000)		562,353	1,268,235	1,268,235	1,738,823
Net assets attributable to equity holders per ordinary share (RM)		0.31	0.19	0.19	0.15

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 (CONT’D)

Scenario II: Maximum scenario

		Pro Forma I	Pro Forma II	Pro Forma III
		Upon Completion of Proposed Rights Issue with Warrants RM'000	Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Upon Full Exercise of Warrants RM'000
Audited Financial Statements as at 31 March 2023	Note			
Assets				
Non-current assets				
Property, plant and equipment		197,732	197,732	197,732
Right-of-use assets		23,388	23,388	23,388
Investment properties	7.1(a)	20,510	66,210	66,210
Goodwill	7.1(b)	-	129	129
		<u>241,630</u>	<u>287,459</u>	<u>287,459</u>
Current assets				
Inventories		36,662	36,662	36,662
Trade and other receivables		9,340	9,340	9,340
Current tax assets	7.1(c)	1,094	1,094	1,094
Cash and bank balances	7.1(d)	13,474	30,114	82,600
		<u>60,570</u>	<u>77,210</u>	<u>129,696</u>
Total assets		<u>302,200</u>	<u>364,669</u>	<u>417,155</u>

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 19690100067 (8386-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 (CONT'D)

Scenario II: Maximum scenario (cont'd)

		Pro Forma I		Pro Forma II		Pro Forma III	
	Note	Audited Financial Statements as at 31 March 2023 RM'000	Upon Completion of Proposed Rights Issue with Warrants RM'000	Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Upon Full Exercise of Warrants RM'000		
Equity and liabilities							
Equity attributable to owners of the parent							
Share capital	7.1(e)	148,393	206,503	206,503	296,479		
Warrant reserve	7.1(f)	-	37,490	37,490	-		
Capital reserve		1,582	1,582	1,582	1,582		
Revaluation reserve		24,184	24,184	24,184	24,184		
Retained earnings	7.1(g)	2,156	2,156	856	856		
		176,315	271,915	270,415	322,901		
Non-controlling interest		(123)	(123)	(123)	(123)		
Total equity		176,192	271,792	270,292	322,778		
Liabilities							
Non-current liabilities							
Borrowings	7.1(h)	84,916	84,916	47,236	47,236		
Lease liabilities		516	516	516	516		
Deferred tax liabilities	7.1(i)	4,056	4,056	8,626	8,626		
		89,488	89,488	56,378	56,378		

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 19690100067 (8385-P)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2023 (CONT'D)

Scenario II: Maximum scenario (cont'd)

	Note	Audited Financial Statements as at 31 March 2023 RM'000	Pro Forma I Upon Completion of Proposed Rights Issue with Warrants RM'000	Pro Forma II Upon Completion of Proposed Acquisition and Utilisation of Proceeds RM'000	Pro Forma III Upon Full Exercise of Warrants RM'000
Equity and liabilities (cont'd)					
Liabilities (cont'd)					
Current liabilities					
Trade and other payables	7.1(i)	22,113	22,113	23,592	23,592
Borrowings	7.1(h)	14,067	14,067	14,067	14,067
Lease liabilities		339	339	339	339
Current tax liabilities		1	1	1	1
		36,520	36,520	37,999	37,999
Total liabilities		125,008	125,008	94,377	94,377
Total equity and liabilities		302,200	397,800	364,669	417,155
Net assets (RM'000)		176,192	271,792	270,292	322,778
Number of ordinary shares assumed in issue ('000)		582,363	1,687,060	1,687,060	2,436,864
Net assets attributable to equity holders per ordinary share (RM)		0.31	0.16	0.16	0.13

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD

REGISTRATION NO. 196901000067 (8386-P)

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023

1. Basis Of Preparation

The Pro Forma Consolidated Statements of Financial Position (“SOF”) of Iconic Worldwide Berhad (“Iconic” or “the Company”) and its subsidiaries (“Iconic Group”) as at 31 March 2023, for which the Board of Directors (“Board”) of Iconic are solely responsible, have been prepared for illustrative purposes only, to show the effects of the following Multiple Proposals on the audited consolidated SOFP of Iconic as at 31 March 2023, had undertaken the following Multiple Proposals (collectively “Multiple Proposals”).

- (i) Proposed acquisition of the entire equity interest in Goldenluck Development Sdn. Bhd. (“Goldenluck”) from Dato’ Seri Tan Kean Tet and Tan Seck Ying for a purchase consideration of approximately RM39.80 million (“Purchase Consideration”) (“Proposed Acquisition”);
- (ii) Proposed renounceable rights issue of up to 1,124,706,544 new ordinary shares in Iconic (“Right 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 Warrants”); and
- (iii) 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 to Dato’ Seri Tan Kean Tet and any persons acting in concert (“PACS”) with him from obligation to undertake a mandatory take-over offer on the remaining ordinary shares in Iconic not already owned by them, pursuant to the undertaking to subscribe for the Rights Shares (including excess Rights Shares) (“Undertaking”) and exercise of Warrants by Dato’ Seri Tan Kean Tet and his PAC (“Proposed Exemption”).

The Pro Forma Consolidated SOFP of Iconic Group for which Board of Directors of Iconic is solely responsible, have been prepared on the basis consistent with the format of the financial statements of the Group as at 31 March 2023 and the accounting policies adopted by the Group, in accordance with Malaysian Financial Reporting Standards (“MFRSs”), International Financial Reporting Standards (“IFRSs”) and the requirements of the Prospectus Guidelines issued by the Securities Commission Malaysia.

The audited financial statements of Iconic for the financial year ended 31 March 2023 were not subject to any audit qualification, modification or disclaimer.

The financial statements of Goldenluck has been prepared in accordance with Malaysian Private Entities Reporting Standard (“MPERS”) for the financial year ended 30 June 2023. The audited financial statements of Goldenluck for the financial year ended 30 June 2023 were not subject to any audit qualification, modification or disclaimer. The management has applied the same accounting policy as the Group for the financial statements of Goldenluck for the financial year ended 30 June 2023 in compliance with MFRSs and IFRSs for the purpose of inclusion in the circular to shareholders of Iconic in relation to the Company’s Multiple Proposals and should not be relied upon for any other purposes.

The Pro Forma Consolidated SOFP is presented in Ringgit Malaysia (“RM”).

The Pro Forma Consolidated SOFP of the Group comprise Pro Forma Consolidated SOFP and adjusted for the impact of the events or transactions as set out in Note 4 under Minimum Scenario and Note 6 under Maximum Scenario to the Pro Forma Consolidated SOFP.

Due to its nature, the Pro Forma Consolidated SOFP is not necessarily indicate of the financial position of the Group would have attained had the effects of the transactions as set in Note 2 actually occurred at the respective dates. Further, such information does not predict the Group’s future financial position.

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT'D)

2. Pro Forma adjustments

The Pro Forma Consolidated SOFP have been prepared to show the effects of the following:

- (i) Pro forma I – Upon Completion of Proposed Rights Issue with Warrants;
- (ii) Pro forma II – Upon Completion of Proposed Acquisition and Utilisation of Proceeds; and
- (iii) Pro forma III – Upon Full Exercise of Warrants

3. Multiple Proposals

3.1 Proposed Acquisition

On 19 September 2022, the Company has entered into a conditional share purchase agreement ("SPA") with Dato' Seri Tan Kean Tet and Tan Seok Ying (collectively, the "Vendors") to acquired a total of 200,000 shares in Goldenluck Development Sdn. Bhd. ("Goldenluck"), representing 100% equity interest in Goldenluck for a purchase consideration of approximately RM39.80 million to be satisfied entirely in cash, subject to terms and conditions of the SPA. ("Purchase Consideration") ("Proposed Acquisition").

Subsequently on 15 December 2022, the Company had entered into a supplemental letter with the Vendors to amend the following terms in respect of the SPA:

- (i) the payment of the Purchase Consideration will be settled fully in cash and shall not be effected by way of Proposed Set-Off pursuant to Clause 3.3(b) of the SPA under any circumstances; and
- (ii) the definition of "Proposed Set-Off", and (ii) item (iv) (being the Proposed Set-Off) of the definition of "Proposals", both under Clause 1.1 of the SPA shall be removed in totality and reading the SPA shall be interpreted accordingly (i.e. in accordance to the aforementioned removals).

The identifiable assets and liabilities of Iconic from an accounting perspective were measured and accounted in Iconic Group Pro Forma Consolidated Statements of Financial Position based on carrying amounts of Goldenluck as at 30 June 2023. It should be noted that the goodwill on acquisition is solely for the purpose of preparation of these Pro Forma Consolidated Statements of Financial Position and for illustrative purpose only. The final goodwill or gain from bargain purchase will depend on the purchase price allocation to be conducted in accordance with MFRS 3, "Business Combinations", whereby the fair value of the assets and liabilities of Goldenluck acquired will ultimately be determined. Accordingly, the final determination of the purchase price, fair values and resulting goodwill or gain from a bargain purchase on Proposed Acquisition may differ significantly from what is reflected in these Pro Forma Consolidated SOFP.

The following illustrates the assumed assets and liabilities acquired arising from Proposed Acquisition:

	RM
Investment property	45,700,000
Current tax assets	176
Cash and bank balances	20,025
Deferred tax liabilities	(4,570,000)
Other payables	(1,479,019)
Total identifiable assets	39,671,182
Goodwill on consolidation	128,818
Purchase consideration settled by way of cash	39,800,000

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

3. Multiple Proposals (cont’d)

3.2 Proposed Rights Issue with Warrants under Minimum Scenario and Maximum Scenario

(i) Minimum Scenario

Assuming the Proposed Rights Issue with Warrants is undertaken on a Minimum Subscription Level basis:

No. of Rights Shares issued (units):	705,882,353
Proceeds from Rights Shares issued (RM) (@ issue price of RM0.085 each):	60,000,000
No. of Warrants issued (units):	470,588,235
Warrant Reserve (RM):	28,235,294
Proceeds from exercising Warrants (RM) (@ exercise price of RM0.07 each):	32,941,176

(ii) Maximum Scenario

Assuming that all the Entitled Shareholders and/or their renouncee(s) fully subscribe Proposed Rights Issue with Warrants.

No. of Rights Shares issued (units):	1,124,706,544
Proceeds from Rights Shares issued (RM) (@ issue price of RM0.085 each):	95,600,056
No. of Warrants issued (units):	749,804,362
Warrant Reserve (RM):	37,490,218
Proceeds from exercising Warrants (RM) (@ exercise price of RM0.07 each):	52,486,305

The full exercise of Warrants is illustrated in the Pro Forma Consolidated SOFP in accordance with Paragraph 5.15(a) of the Prospectus Guidelines and Listing Requirements.

3.3 Utilisation of proceeds

The details of utilisation of gross proceeds under Minimum Scenario and Maximum Scenario are as below:

	Minimum Scenario RM'000	Maximum Scenario RM'000
<u>Utilisation of proceeds</u>		
Proposed Acquisition	39,800	39,800
Repayment of bank borrowings	12,386	37,680
Working capital	6,314	16,620
Estimated expenses for the Multiple Proposals	1,500	1,500
	60,000	95,600

The utilisation of proceeds is illustrated in the Pro Forma Consolidated SOFP in accordance with Paragraph 5.15(c) of the Prospectus Guidelines.

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000057 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

4. Pro Forma Effects - Minimum Scenario

4.1 Pro Forma I

Pro Forma I is stated after incorporating the effect after the completion of the Proposed Rights Issue with Warrants based on minimum subscription level of 705,882,353 Rights Shares together with 470,588,235 Warrants as set out in Note 3.2(i) to the Pro Forma Consolidated SOFP.

The minimum subscription of 705,882,353 Rights Shares will raise cash proceeds of RM60 million.

The issuance of 470,588,235 Warrants will result in recognition of a warrant reserve of RM28.235 million from the Proposed Rights Issue with Warrants. The warrant reserve represents the estimated fair value of the Warrants at RM0.060 per Warrant determined using Trinomial option pricing model based on the following input:

a) Fair value of share	RM0.0911
b) Warrant exercise price	RM0.07
c) Tenure (from the date of issuance of the Warrants)	5 years
d) Dividend yield	0%
e) Risk free interest rate	3.630%
f) Volatility share price	60.325%

4.2 Pro Forma II

Pro Forma II is stated after incorporating the effect of Pro Forma I and effects of Proposed Acquisition as set out in Note 3.1 and after the utilisation of proceeds as set out in Note 3.3 under Minimum Scenario to the Pro Forma Consolidated SOFP.

The Proposed Acquisition is assumed to be utilised from the proceeds amounting to RM39.80 million.

The repayment of bank borrowings are assumed to be utilised from the proceeds amounting to RM12.386 million.

The proceeds to be utilised for working capital requirements are assumed to be retained as cash and bank balances.

The estimated expenses of RM1.5 million to be incurred for Multiple Proposals are charged to retained earnings.

4.3 Pro Forma III

Pro Forma III is stated after incorporating the effects of Pro Forma II and the effects of full exercise of 470,588,235 Warrants to the Pro Forma Consolidated SOFP.

The full exercise of 470,588,235 Warrants will result in the increase of Iconic share capital of RM61.176 million. The proceeds to be raised from the full exercise of 470,588,235 Warrants amounting to RM32.941 million are assumed to be retained as cash and bank balances.

The whole warrant reserve will be transferred to share capital upon the full exercise of 470,588,235 Warrants.

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

5. Effect on the Pro Forma Consolidated SOFP

5.1 Minimum scenario

(a) Investment properties

	RM'000
As at 31 March 2023/Pro Forma I	20,510
Effect of Pro Forma II	
- Proposed Acquisition	45,700
Pro Forma II/Pro Forma III	66,210

(b) Goodwill

	RM'000
As at 31 March 2023/Pro Forma I	-
Effect of Pro Forma II	
- Proposed Acquisition	129
Pro Forma II/Pro Forma III	129

(c) Current tax assets

	RM'000
As at 31 March 2023/Pro Forma I	1,094
Effect of Pro Forma II	
- Proposed Acquisition	*
Pro Forma II/Pro Forma III	1,094

* Less than RM1,000.

(d) Cash and bank balances

	RM'000
As at 31 March 2023	13,474
Effects of Pro Forma I	
- Proposed Rights Issue with Warrants	60,000
Pro Forma I	73,474
Effects of Pro Forma II	
- Proposed Acquisition	20
- Payment of estimated expenses for Multiple Proposals	(1,500)
- Repayment of bank borrowings	(12,385)
- Consideration paid for Proposed Acquisition	(39,800)
Pro Forma II	19,808
Effects of Pro Forma III	
- Effect of full exercise of Warrants	32,941
Pro Forma III	52,749

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT'D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT'D)

6. Effect on the Pro Forma Consolidated SOFP (cont'd)

6.1 Minimum scenario (cont'd)

(e) Share capital

	No. of shares ('000)	RM'000
As at 31 March 2023	562,353	148,393
Effects of Pro Forma I		
- Proposed Rights Issue with Warrants	705,882	31,765
Pro Forma I/Pro Forma II	1,268,235	180,158
Effects of Pro Forma II		
- Effect of full exercise of Warrants	470,588	61,176
Pro Forma III	1,738,823	241,334

(f) Warrant reserve

	RM'000
As at 31 March 2023	-
Effects of Pro Forma I	
- Proposed Rights Issue with Warrants	28,235
Pro Forma I/Pro Forma II	28,235
Effects of Pro Forma II	
- Effect of full exercise of warrants	(28,235)
Pro Forma III	-

(g) Retained earnings

	RM'000
As at 31 March 2023/Pro Forma I	2,156
Effects of Pro Forma II	
- Payment of estimated expenses for Multiple Proposals	(1,500)
Pro Forma II/Pro Forma III	656

(h) Borrowings

	RM'000
As at 31 March 2023/Pro Forma I	96,963
Effects of Pro Forma II	
- Repayment of bank borrowings	(12,386)
Pro Forma II/Pro Forma III	86,597

(i) Deferred tax liabilities

	RM'000
As at 31 March 2023/Pro Forma I	4,056
Effects of Pro Forma II	
- Proposed Acquisition	4,570
Pro Forma II/Pro Forma III	8,626

(j) Trade and other payables

	RM'000
As at 31 March 2023/Pro Forma I	22,113
Effects of Pro Forma II	
- Purchase Consideration	39,800
- Consideration paid for Proposed Acquisition	(39,000)
- Proposed Acquisition	1,479
Pro Forma II/Pro Forma III	23,592

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

6. Pro Forma Effects - Maximum Scenario

6.1 Pro Forma I

Pro Forma I is stated after incorporating the effect after the completion of the Proposed Rights Issue with Warrants based on maximum subscription level of 1,124,706,544 Rights Shares together with 749,804,362 Warrants as set out in Note 3.2(ii) to the Pro Forma Consolidated SOFP.

The maximum subscription of 1,124,706,544 Rights Shares will raise cash proceeds of RM95.6 million.

The issuance of 749,804,362 Warrants will result in recognition of a warrant reserve of RM37.490 million from the Proposed Rights Issue with Warrants. The warrant reserve represents the estimated fair value of the Warrants at RM0.050 per Warrant determined using Trinomial option pricing model based on the following input:

a) Fair value of share	RM0.0876
b) Warrant exercise price	RM0.07
c) Tenure (from the date of issuance of the Warrants)	5 years
d) Dividend yield	0%
e) Risk free interest rate	3.630%
f) Volatility share price	80.325%

6.2 Pro Forma II

Pro Forma II is stated after incorporating the effect of Pro Forma I and effects of Proposed Acquisition as set out in Note 3.1 and after the utilisation of proceeds as set out in Note 3.3 under Minimum Scenario to the Pro Forma Consolidated SOFP.

The Proposed Acquisition is assumed to be utilised from the proceeds amounting to RM39.80 million.

The repayment of bank borrowings are assumed to be utilised from the proceeds amounting to RM37.68 million.

The proceeds to be utilised for working capital requirements are assumed to be retained as cash and bank balances.

The estimated expenses of RM1.50 million to be incurred for Multiple Proposals are charged to retained earnings.

6.3 Pro Forma III

Pro Forma III is stated after incorporating the effects of Pro Forma II and the effects of full exercise of 749,804,362 Warrants to the Pro Forma Consolidated SOFP.

The full exercise of 749,804,362 Warrants will result in the increase of Iconic share capital of RM89.976 million. The proceeds to be raised from the full exercise of 749,804,362 Warrants amounting to RM52.486 million are assumed to be retained as cash and bank balances.

The whole warrant reserve will be transferred to share capital upon the full exercise of 749,804,362 Warrants.

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000087 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

7. Effect on the Pro Forma Consolidated SOFP (cont’d)

7.1 Maximum scenario

(a) Investment properties

	RM'000
As at 31 March 2023/Pro Forma I	20,510
Effect of Pro Forma II	
- Proposed Acquisition	45,700
Pro Forma II/Pro Forma III	66,210

(b) Goodwill

	RM'000
As at 31 March 2023/Pro Forma I	-
Effect of Pro Forma II	
- Proposed Acquisition	129
Pro Forma II/Pro Forma III	129

(c) Current tax assets

	RM'000
As at 31 March 2023/Pro Forma I	1,094
Effect of Pro Forma II	
- Proposed Acquisition	*
Pro Forma II/Pro Forma III	1,094

* Less than RM1,000.

(d) Cash and bank balances

	RM'000
As at 31 March 2023	13,474
Effects of Pro Forma I	
- Proposed Rights Issue with Warrants	95,600
Pro Forma I	109,074
Effects of Pro Forma II	
- Proposed Acquisition	20
- Payment of estimated expenses for Multiple Proposals	(1,500)
- Repayment of bank borrowings	(37,880)
- Consideration paid for Proposed Acquisition	(39,800)
Pro Forma II	30,114
Effects of Pro Forma III	
- Effect of full exercise of Warrants	52,486
Pro Forma III	82,600

APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31 MARCH 2023 (CONT’D)

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2023 (CONT’D)

7. Effect on the Pro Forma Consolidated SDFP (cont’d)

7.1 Maximum scenario (cont’d)

(e) Share capital		No. of shares ('000)	RM'000
As at 31 March 2023		582,353	148,393
Effects of Pro Forma I			
- Proposed Rights Issue with Warrants		1,124,707	58,110
Pro Forma I/Pro Forma II		1,687,060	206,503
Effects of Pro Forma II			
- Effect of full exercise of Warrants		749,804	89,976
Pro Forma III		2,436,864	296,479
(f) Warrant reserve			RM'000
As at 31 March 2023			-
Effects of Pro Forma I			
- Proposed Rights Issue with Warrants			37,490
Pro Forma I/Pro Forma II			37,490
Effects of Pro Forma II			
- Effect of full exercise of Warrants			(37,490)
Pro Forma III			-
(g) Retained earnings			RM'000
As at 31 March 2023/Pro Forma I			2,156
Effects of Pro Forma II			
- Payment of estimated expenses for Multiple Proposals			(1,500)
Pro Forma II/Pro Forma III			656
(h) Borrowings			RM'000
As at 31 March 2023/Pro Forma I			98,983
Effects of Pro Forma II			
- Repayment of bank borrowings			(37,680)
Pro Forma II/Pro Forma III			61,303
(i) Deferred tax liabilities			RM'000
As at 31 March 2023/Pro Forma I			4,056
Effects of Pro Forma II			
- Proposed Acquisition			4,570
Pro Forma II/Pro Forma III			8,626
(j) Trade and other payables			RM'000
As at 31 March 2023/Pro Forma I			22,113
Effects of Pro Forma II			
- Purchase Consideration			39,800
- Consideration paid for Proposed Acquisition			(39,800)
- Proposed Acquisition			1,479
Pro Forma II/Pro Forma III			23,592

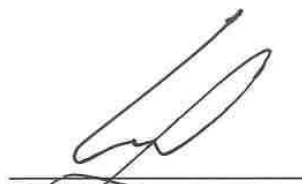
**APPENDIX V – REPORTING ACCOUNTANTS’ LETTER ON THE PRO FORMA CONSOLIDATED
STATEMENTS OF FINANCIAL POSITION OF ICONIC GROUP AS AT 31
MARCH 2023 (CONT’D)**

APPENDIX I

ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067 (8386-P)
STATEMENT BY DIRECTORS

Approved and adopted by the Board of Directors in accordance with a resolution dated **30 NOV 2023**



Dato' Seri Tan Kean Tet
Director

Tan Cho Chia
Director

ECOVIS MALAYSIA PLT
[AF 001825]
Chartered Accountants
For identification purposes only

BYG ARCHITECTURE SDN BHD



12-A Arratoon Road
10050 Penang, Malaysia
Phone: +604-228 8852
Fax: +604-228 9092
www.bygroup.com

27 SEPTEMBER 2023

Iconic Worldwide Bhd
1-2, Jalan Icon City, Bukit Mertajam
14000 Penang

Dear Sir,

Proposed Housing Development on Lot 7685, Mukim 13, North East District Penang
For
M/s Iconic Worldwide Bhd

Reference is made to the abovementioned.

- A) Terms of reference
- | | |
|--|----------------------------------|
| 1) Land area | : 6.07 ha |
| 2) Land Title | : 1 st Grade |
| 3) Accessibility | : via Jalan Paya Terubong |
| 4) Relevant References in State Structure Plan 2023 ("State Structure Plan") | |
| a. Penang State Structure Main Diagram | : Forest Zone |
| b. Penang Environmentally Sensitive Area Diagram | : Hill Land above 76 m elevation |

The Subject Land has 2 classifications in the State Structure Plan which was gazetted on October 24, 2019 by the State of Penang.

In the document under the Penang State Structure Main Diagram, it is zoned as Forest Land whilst in the Penang Environmentally Sensitive Area Diagram it is designated as Hill Land.

In Addition, prior to the gazette of the State Structure Plan, zoning of land in the Penang Island was dictated by Policy Plan (previously known as Interim Zoning Plan). It is hereby clarified that the classification of Hill Land under the Interim Zoning Plan is now effectively classified as Forest Land under the Penang State Structure Main Diagram of the newly gazetted State Structure Plan. Consequently, the zoning of the Subject Land under the Interim Zoning Plan which was then classified as Hill Land is now zoned as Forest Land under the Penang State Structure Main Diagram.

- B) The following is a summary of our appraisal of the Subject Land

Development Potential

- 1) Under the provision of the State Structure Plan, the Subject Land is zoned as Forest Land under the Penang State Structure Main Diagram and designated as Hill Land under the Penang Environmentally Sensitive Area Diagram. Under such provisions, the property in itself cannot be developed.
- 2) However, the Subject Land may be developed for residential purpose subject to change of the prescribed zoning followed by subsequent approvals of Planning and Building;
- 3) The application for change of the activities and classification prescribed in the State Structure Plan must comply with the National Land Code and must be lodged with the Plan Malaysia Pulau Pinang. The proposed development

Michael Ong Chin Keong

B. Sc. HBP (Hons), B. Arch., M. Sc. (Planning) (USM)
APPM, APAM, AIPDM

Ben Yeoh Guan Beng

B. Arch. (Hons.) Adelaide
APAM, AIPDM

Teo Chu Khwai

B. Sc. HBP (Arch.) (Hons.), B. Arch. (USM)
APAM

APPENDIX VI – LETTER OF OPINION BY BYG (CONT'D)

of the Subject Land shall be compatible with the established structural/ local plan of the locality. The application will typically takes up to 9 months.

The detailed breakdown of the Rezoning process as follows:

Application to Plan Malaysia Pulau Pinang	Circulation to Technical Departments by Plan Malaysia Pulau Pinang	Penang State Planning Committee Technical Meeting	Penang State Planning Committee Meeting	Approval
Submission of rezoning application, which typically includes a detailed description of the proposed change, reasons for the rezoning, type of development, layout plan and any required supporting documents, such as development proposal report (Laporan Cadangan Pemajuan, LCP).	The submitted rezoning application will be reviewed by the Technical Department and other relevant government agencies. They will assess the proposal's compatibility with the surrounding area, adherence to the comprehensive land use plan, potential environmental impacts, traffic considerations, and community feedback.	Meeting with the Penang State Planning Committee to address any technical concerns of the Penang State Planning Committee.	Meeting with the Penang State Planning Committee to address any outstanding concerns pursuant to the technical meeting of the Penang State Planning Committee and consider all aspects of the application prior to making decision.	Final decision will be made on the rezoning request after taking into consideration the recommendation from the technical department and all other relevant factors. After obtaining the rezoning approval, the developer may submit for Planning Application & Building Plan Application.
<u>Required info:</u> Type of Development, Proposed Development, Layout Plan	<u>Technical department:</u> ADUN office, JKR, JPS, Land Office, PTG, Planning Dept, Building Dept, Engineering Dept, Agriculture Dept, Forest Dept & Mineral & Geoscience Dept			

Timeline				
1 month	4 months	2 months	1 month	1 month

Note:

Development Proposal

Development Proposal Report or 'Laporan Cadangan Pemajuan' is required to be prepared in accordance with the provisions of section 21A, Town and Country Planning Act (Amendment) 1995, which must be submitted together with a layout plan of the development. It presents the fundamentals of planning, rational and justification that would strengthen the suitability of development proposals. It also accommodates consideration of the submission for approval by the Government Authorities.

4) The following are the precedented approvals for rezoning applications at sites adjacent to the Subject Land;

- Green Garden : 26 Storey Low Medium Cost Housing
- Eco Terrace : 33 Storey Luxury Condominium
- Taman Paya Terubong : 16 Storey Apartment
- Suria Vista Apartment : 16 Storey Apartment
- Majestic Heights : 23 Storey Low Medium Cost Apartment

5) The change of use of land use zone of Forest and Environmentally sensitive area of Hill Land of the Subject Land may be supported under the following conditions;

- Signs and indications of similar evolving land use of properties adjacent to Subject Land
- Payment of rezoning premium to the state based on 37.5% of enhanced value of the Subject Land
- Availability of access to the Subject Land

Such conditions for the Subject Land can be supported by:

- its location which is sited adjacent to a residential development known as Green Garden as well as other development stated in section (4) above; and
- its location which is located within a short distance to the recently-completed Malaysia's highest elevated highway known as Bukit Kukus Paired Road. This section of Bukit Kukus Paired Road, connects Paya Terubong to Relau, having a length of approximately 3.825 kilometres.

The factors that could result in non-approval of the rezoning application include, but not limited to the following:

(a) Negative impact on surrounding properties

If the proposed rezoning could negatively impact the character, property values or quality of life of the neighbouring properties, the application may be rejected.

(b) Zoning consistency

Rezoning decisions often aim to maintain a consistent and coherent pattern of land uses and zoning designations within an area. If the proposed rezoning does not fit within the existing zoning context, it might be rejected to prevent incompatible developments from disrupting the neighbourhood's functionality.

(c) Legal and technical compliance

Rezoning application must adhere to legal and procedural requirements and zoning control. If an application fails to meet these criteria, it could be rejected on technical grounds. It is essential to ensure that the application fulfils all legal procedures to avoid the risk of non-approval.

(d) Height and density considerations

Land designated as 'Hill land' may have restrictions on building height and density to minimize their impact on the surrounding environment. If the rezoning application seeks to exceed the maximum limit for building heights and residential densities, the rezoning application may be rejected due to safety concerns.

(e) Slope stability and geotechnical concerns

Land designated as 'Hill land' are often prone to issues like erosion, landslides and soil instability. If a rezoning application is unable to ensure the safety and stability of the development, the application could be rejected.

Planning Permission

Planning permission must be obtained from the Local Authority (LA) before a development can be established. Application for planning permission is to be in such form containing such particulars and accompanied by documents and plans prescribed by the local authority.

If the development proposal is in compliance to all terms and conditions imposed to the development, chances of approval of the development is likely.

The following are other possibilities of non-approval of the development subsequent to rezoning;

- **Public objections or neighbouring objections lot owners leading to litigations and judgment against the development**

Public objections occur when the general public express reservations, complaints or opposition to a proposed development project. These objections can due to a variety of reasons, including concerns on the environmental impact, increased traffic and pollutions.

There will be likelihood of neighbouring objections involving residents and owners of properties adjacent to or in close proximity to the proposed development site. These objections often focus on potential negative impacts toward their property values, quality of life, privacy and other areas impacting the neighbourhood. Neighbouring objections can also be related to concerns about overshadowing, loss of views and increased congestion. Residents and property owners who feel that their interests are being adversely affected may oppose the development project through legal avenues.

- **Non-compliance of technical requirement in the rezoning application**

Non-compliance of technical requirement in the rezoning application include impacts to general public health, safety and welfare issues such as traffic safety concerns, social issue such as neighbourhood compatibility, burdens on infrastructure, impact on the local environmental, encroaching on sensitive areas and illegal use of land could result in non-approval of the rezoning application.

- **Land subjected to acquisition for public infrastructure**

Public infrastructure projects, such as highways, utilities and public facilities sometimes require the acquisition of private land by the Malaysian's government. In such case, the Malaysian government has the authority to acquire private land for public use while just providing compensation to the land owners.

APPENDIX VI – LETTER OF OPINION BY BYG (CONT'D)

Past References of similar approvals obtained by BYG Architecture Sdn Bhd ("BYG")

This section highlights the precedents of similar projects undertaken by BYG that has been approved by the Penang State Planning Committee.

Even though the current Forest Land zoning differ from the zoning indicated in the precedent case No. 1 and No. 2 below, the said comparison cases were all based on land known as Hill Land under the Interim Zoning Plan which was effective prior to the gazette of State Structure Plan. It is now effectively classified as Forest Land under the Penang State Structure Main Diagram of the newly gazetted State Structure Plan. As such, the transition in the zoning classification allows the use of the precedent case No.1 and No. 2 as comparative subject in line with the new zoning classification.

Therefore, despite the Subject Land's current zoning as Forest Land under the Penang State Structure Main Diagram, the precedent case No. 1 and No. 2 still offer valid insights into the rezoning process as well as the rezoning approval and continues to be a relevant references for our case.

As for the rezoning of Agriculture Land in the precedent case No. 3 to Residential Zone, the required steps and processes remain the same regardless of the initial zoning. The said land is located within close proximity to Forest Land which serves as a close reference for our case and offers important insight into the rezoning process and approval.

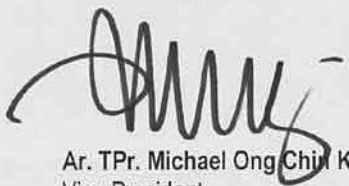
Nos.		Developer	Timeframe
1	<u>SPC approved on 27/1/2012</u> Rezoned from Hill Land to Residential Zone Lot 20288, 20289, 20290), Mukim 10, Daerah Barat Daya, Changkat Sungai Ara 6, Pulau Pinang.	Kewira Jaya Sdn Bhd (Setia Green)	6 months
2	<u>SPC approved on 14/3/2019</u> Rezoned from Hill Land to Residential Zone (Affordable Housing) Lot 5572 Dan 486, Lebuhraya Paya Terubong 4, Mukim 14, Daerah Timur Laut, Pulau Pinang.	Yuan Seng Building Trading	5 months
3	<u>SPC APPROVED ON 21/5/2020</u> Rezoned from Agriculture Land to Residential Zone (Affordable Housing) Lot 20004 & 20030, Lintang Bukit Penara 10, Mukim 5, Balik Pulau, Daerah Barat Daya, Pulau Pinang.	Emico Properties Sdn Bhd •	5 months

Therein said, please be cautioned that the rezoning approval is still subject to the concurrence and endorsement of the Penang State Planning Committee chaired by the Chief Minister of the State.

6) Conclusion

We note that the rezoning application is subjected to the risks mentioned above, however we are of the opinion that the success rate may possibly outweigh the risks after taking into consideration that rezoning of the Subject Land, if undertaken would be supported by the factors stipulated above which had been precedented in some cases with similar circumstances. While the risks are considerable in this case, the application is still in equally good standing to obtain approval from the Penang State Planning Committee. Furthermore, the company will endeavor to comply with the submission requirements so that the chances of non-approval of the rezoning application would be remote.

Yours faithfully,



Ar. TPr. Michael Ong Chin Keong
Vice President
BYG Group Sdn Bhd

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement contained in this Circular false and misleading.

2. CONSENT AND CONFLICT OF INTEREST**M&A Securities**

M&A Securities being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

M&A Securities, being the Principal Adviser for the Proposals, do hereby confirm that there is no circumstances or relationships which would give rise to a conflict of interest or potential conflict of interest situation in its capacity to act as the Principal Adviser of the Company for the Proposals.

REPORTING ACCOUNTANTS

Ecovis Malaysia PLT has given and has not subsequently withdrawn its written consent to the inclusion of its name, the Reporting Accountants' letter on the Pro Forma Consolidated Statements of Financial Position of Iconic Group as at 31 March 2023, and all references thereto in the form and context in which they appear in this Circular.

Ecovis Malaysia PLT, being the reporting accountants for the Proposals, do hereby confirm that there is no circumstances or relationships which would give rise to a conflict of interest or potential conflict of interest situation in its capacity to act as the reporting accountants of the Company for the Proposals.

PROVIDENCE

Providence has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and extracts of its IMR Report referred to in this Circular in the form and context in which it appears.

Providence confirms that there is no conflict of interest that exists or is likely to exist by virtue of its appointment as the independent market researcher for the Proposals.

HENRY BUTCHER

Henry Butcher has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and extracts of its valuation report and valuation certificate referred to in this Circular in the form and context in which it appears.

Henry Butcher confirms that there is no conflict of interest that exists or is likely to exist by virtue of its appointment as the independent valuer for the Proposals.

BYG

BYG has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and extracts of its letter of opinion referred to in this Circular in the form and context in which it appears.

BYG confirms that there is no conflict of interest that exists or is likely to exist by virtue of its appointment as the independent expert for the Proposals.

3. MATERIAL COMMITMENTS

As at the LPD, the Directors of the Company confirms that there are no material commitments incurred or known to be incurred by the Group that is likely to have a material effect on the Group's financial position.

4. CONTINGENT LIABILITIES

As at the LPD, the Directors of the Company confirms that there are no contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact in the ability of the Company to meet its obligations as and when they fall due.

5. MATERIAL CONTRACTS

Save as disclosed below, there is no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Iconic Group during the past 2 years immediately preceding the date of this Circular:

- (i) On 29 September 2022, Iconic Maison Sdn Bhd entered into a sale and purchase agreement with Modern Rewards Sdn Bhd and Iconic Development Sdn Bhd for the sale and purchase of all that plot known as Type C, Iconic Point measuring approximately 368 square metres together with a 2-storey detached commercial unit with drive through erected thereon now bearing assessment address No. 6, Jalan Iconic Point, Iconic Point, 14100 Simpang Ampat, Pulau Pinang measuring approximately 498 square metres for a cash consideration of RM2,500,000.00.
- (ii) On 29 September 2022, Iconic Maison Sdn Bhd entered into a sale and purchase agreement with Modern Rewards Sdn Bhd and Iconic Development Sdn Bhd for the sale and purchase of all that plot known as Plot No. 2, Iconic Point measuring 234 square metres together with a 3-storey semi-detached shop office now bearing assessment address No. 3, Jalan Iconic Point, Iconic Point, 14100 Simpang Ampat, Pulau Pinang erected thereon for a cash consideration of RM2,300,000.00.
- (iii) On 29 September 2022, Iconic Maison Sdn Bhd entered into a sale and purchase agreement with Modern Rewards Sdn Bhd and Iconic Development Sdn Bhd for the sale and purchase of all that plot known as Plot No. 29, Iconic Point measuring 251 square metres together with a 3-storey semi-detached shop office now bearing assessment address No. 103, Jalan Iconic Point, Iconic Point, 14100 Simpang Ampat, Pulau Pinang erected thereon for a cash consideration of RM2,300,000.00.
- (iv) On 29 September 2022, Iconic Maison Sdn Bhd entered into a sale and purchase agreement with Modern Rewards Sdn Bhd and Iconic Development Sdn Bhd for the sale and purchase of all that plot known as Plot No. 30, Iconic Point measuring 234 square metres together with a 3-storey semi-detached shop office now bearing assessment

APPENDIX VII – FURTHER INFORMATION (CONT'D)

address No. 101, Jalan Iconic Point, Iconic Point, 14100 Simpang Ampat, Pulau Pinang erected thereon for a cash consideration of RM2,300,000.00.

- (v) On 8 November 2023, Sanbumi Capital Sdn Bhd entered into a sale and purchase agreement with Cheah Boon Hong for the sale and purchase of all that piece of freehold land and hereditament known as Lot No. 20120, Tempat Sungai Dua, Mukim 13, Daerah Timor Laut, Pulau Pinang held under No. Hakmilik Geran Mukim 3770 measuring approximately 288 square metres together with a 3 storey semi-detached house bearing assessment address No. 38 Persiaran Minden, Minden Residence, 11700 Gelugor, Penang erected thereon for a purchase consideration of RM1,500,000.00.

6. MATERIAL LITIGATIONS

Save as disclosed below, as at the LPD, the Iconic Group is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the Iconic Group and the Board has no knowledge of any proceedings, pending or threatened, against Iconic Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of Iconic Group:

- (i) **Jawi Magistrates' Court Civil Suit No. PE-A72NCvC-81-04/2023 between Iconic Medicare Sdn Bhd ("IMED" or "Defendant") and CeramTec Innovative Ceramic Engineering (M) Sdn Bhd ("CICE" or "Plaintiff")**

Claim from CICE:

IMED had vide letter from CICE's solicitors, Messrs Fahrol, Pretam & Co dated 20 March 2023, been served with a writ of summons and a statement of claims both dated 13 March 2023 under Seremban Magistrates' Court Civil Suit No. NA-A72NCvC-129-03/2023 by CICE claiming for the following:

- (a) the judgement sum of RM44,130.00;
- (b) a 4% interest per annum the judgement sum of RM44,130.00 from the date of judgement up to the date of full settlement of the judgement sum;
- (c) costs; and
- (d) such further and/or other relief that the Court deems fit and appropriate.

The Board, after deliberation, deemed the claim by CICE as frivolous and concluded that the claim was not material as the claim was not expected to have any material impact on the operations, earnings, NA or gearing of the Company for FYE 31 March 2024.

Transfer of civil suit

Subsequently, on 24 March 2023, this civil suit was transferred from Seremban Magistrates' Court to Butterworth Magistrates' Court and registered as Civil Suit No. PB-A72NCvC-90-03/2023. On 17 April 2023, the said civil suit was further transferred to Jawi Magistrates' Court and registered as Civil Suit No. PE-A72NCvC-81-04/2023.

Counterclaim by IMED

Subsequently, upon consultation with IMED's solicitors, Messrs S Param & G Thila, on the management's assessment on the estimated losses on income and profits due to the loss of business directly arising from the failure to deliver goods timely as promised by CICE and the additional costs incurred therefrom, IMED had vide a Statement of Defence and

APPENDIX VII – FURTHER INFORMATION (CONT'D)

Counterclaim dated 16 May 2023 filed in the Jawi Magistrates' Court counterclaiming against CICE ("**Counter Claim**") for the following:

- (a) general damages under para 14 of the Statement of Defence and Counterclaim for RM609,000.00;
- (b) general damages under para 15 of the Statement of Defence and Counterclaim for USD3,760,000.00;
- (c) interest;
- (d) costs; and
- (e) any other order and/or relief.

Subsequently, Messrs S. Param & G. Thila applied for leave to file Rejoinder and Reply to Defence to Counterclaim and have obtained leave to file the subsequent pleading on 8 September 2023. They have filed the said pleadings on 13 September 2023.

Subsequently, they also filed an amendment to their Defence and Counterclaim. The pre-trial case management is fixed on 11 December 2023.

Estimated potential liability to the Group arising from the Counter Claim.

The Board is of the opinion that apart from the professional fees payable, there shall be no other potential liability imposed on the Group which may arise resulting from the Counter Claim.

Financial and operational impact

Though the actual quantum of the Counter Claim is subject to the outcome to be determined by the court, the Board is of the opinion that this suit will have a favourable impact on the future earnings and NA of the Group for FYE 31 March 2024.

The management of IMED is currently working closely with Messrs S. Param & G. Thila on this legal suit to effectively manage it so as to ensure a positive outcome for IMED. Messrs S. Param & G. Thila is of the view that IMED has a fair and arguable case with a reasonable good chance of dismissing the claim by CICE on the basis that CICE had breached the contract between the parties due to its inability to meet its commitments to IMED. In addition, Messrs S. Param & G. Thila is of the view that IMED will be successful with the Counter Claim against CICE as all evidence supports a breach of contract by CICE.

(ii) Shah Alam High Court Civil Suit No.: BA-22NCvC-321-08/2023 between Iconic Medicare Sdn Bhd ("IMED" or "Defendant") and Latex Form Sdn Bhd ("Latex Form" or 'Plaintiff')

IMED, a wholly-owned subsidiary of the Company had on 17 August 2023 received a Writ of Summons and Statement of Claim dated 4 August 2023 filed by Messrs Tee Tai Tzian & Sim, the Solicitors acting on behalf of Latex Form.

The Plaintiff is claiming the following from the Defendant vide their Civil Suit No. BA22-22NCvC-321-08/2023:

- (a) an outstanding sum of RM11,038,004.00, allegedly being the value of the work carried out by the Plaintiff on six (6) Double Former Glove Dipping machines ("**Glove Machine's**") at the Defendant's factory;

APPENDIX VII – FURTHER INFORMATION (CONT'D)

- (b) damages in the sum of RM1,600,000.00 being the amount lost by the Plaintiff as a result of the said sum being forfeited by their suppliers due to the Defendant terminating the Glove Machine installation contract;
- (c) the Liquidated and Ascertained Damages ("**LAD**") of RM2,400,000.00 which was paid by the Plaintiff to the Defendant by agreement, to be declared void ab initio and not valid (i.e. void from the beginning);
- (d) the said sum of RM2,400,000.00 being the LAD to be refunded to the Plaintiff;
- (e) interest at 1.5% per month on the sum of RM15,038,004.00 claimed by the Plaintiff from the date of filing of the Writ of Summons until the date of full settlement;
- (f) costs; and
- (g) such further and/or other relief that the Court deems fit and appropriate.

The first case management was held on 4 September 2023 via e-review (virtually). Pursuant to the case management, the Court had directed that IMED is to file the Statement of Defence on or before 5 October 2023, and Latex Form is to file the Reply to Defence on or before 19 October 2023. The second case management date was held on 20 October 2023. Messrs Presgrave & Matthews had on 5 October 2023 filed a Statement of Defence and a Counterclaim on behalf of IMED. Latex Form however did not file their Reply to Defence by 19 October 2023 (as earlier directed by the court) as they requested for an extension of time of 14 days to do so, which Messrs Presgrave & Matthews did not object to. Hence, the Court during the case management (by e-review) dated 20 October 2023, had directed that Latex Form to file its Reply to Defence by 2 November 2023. The third case management was fixed on 21 November 2023.

In respect of the application to transfer the civil suit from Shah Alam High Court to Penang High Court filed by Messrs Presgrave & Matthews on 20 September 2023 ("**Transfer Application**"), the Court had during the hearing/case management on 4 October 2023 given directions to the parties in respect of the filing of affidavits and submission. Parties have now exhausted all affidavits in that respect and are pending the filing of written submissions. The next case management date for the Transfer Application was fixed on the same day of 21 November 2023 for the Court to fix a hearing date of the Transfer Application. Pursuant to the case management held on 21 November 2023, the Court has now fixed the hearing date for the Transfer Application on 26 March 2024 at Shah Alam High Court.

Estimated potential liability to the Group arising from the Writ of Summons and Statement of Claim.

The Board is of the opinion that apart from amount claimed of RM15,038,004.00 with interest of 1.5% per month (which is subject to proof in court) and the professional fees payable, there shall be no other potential liability imposed on the Group which may arise resulting from the Writ of Summons and Statement of Claim.

Financial and operational impact

Though the actual quantum of the litigation is subject to the outcome to be determined by the court, the Board opines that the quantum of the claim as well as the Counter Claim against Latex Form will be substantial and may have a material impact on the financial results and NA of the Group. The Board further opines that this litigation is not expected to have any impact on the financial results and NA of the Group for the FYE 31

APPENDIX VII – FURTHER INFORMATION (CONT'D)

March 2024 as such legal suits will generally take time and is expected to only be settled at least one (1) year from the LPD.

The management of IMED is currently working with Messrs Presgrave & Matthews to manage this legal suit in an effective manner. Messrs Presgrave & Matthews is of the opinion that IMED has a fair and arguable case with a reasonable chance of dismissing Latex Form's claim on the basis that Latex Form had fundamentally breached the contract between parties when it failed to complete and deliver four (4) of the Glove Machines whereas the other two (2) of the Glove Machines (which were delivered late), have many issues/defects, which Latex Form had failed to rectify despite numerous requests. In addition, IMED also has a fair and arguable case with a reasonable chance of success in obtaining judgment for the Counter Claim against Latex Form for declaratory reliefs as well as for damages for the various losses and damage suffered totaling more than RM25 million.

7. SHARE PRICE PERFORMANCE

The monthly highest and lowest prices of Iconic Shares as traded on Bursa Securities for the past 12 months are as follows:

	High (RM)	Low (RM)
2022		
October	0.1300	0.1000
November	0.1400	0.1150
December	0.1400	0.1200
2023		
January	0.1450	0.1150
February	0.1450	0.1150
March	0.1350	0.1150
April	0.1450	0.1200
May	0.1550	0.1050
June	0.1350	0.1150
July	0.1300	0.1150
August	0.1250	0.1100
September	0.1300	0.1100
October	0.1250	0.1050
November (up to LPD)	0.1250	0.1050

The last transacted price of Iconic Shares on the date preceding the announcement of the Proposals on 19 September 2022 and on LPD are RM0.1400 and RM0.1150 respectively.

(Source: Bloomberg)

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No. 1-2, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang during normal business hours (except for public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of Iconic and Goldenluck;
- (ii) the audited consolidated financial statements of Iconic and Goldenluck for the FYE 2020 to FYE 2023;

APPENDIX VII – FURTHER INFORMATION (CONT'D)

- (iii) latest quarterly results of Iconic for the financial period ended 30 September 2023;
- (iv) the letters of consent and conflict of interest referred to in Section 2 above;
- (v) Reporting Accountants' letter on the pro forma consolidated statements of financial position of Iconic Group as at 31 March 2023;
- (vi) valuation certificate and valuation report on the Subject Land;
- (vii) the material contracts referred to in Section 5 above;
- (viii) the draft Deed Poll;
- (ix) the IMR Report prepared by Providence;
- (x) the SPA; and
- (xi) the letter of opinion by BYG.

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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.

**ICONIC WORLDWIDE BERHAD**

Registration No. 196901000067 (8386-P)

(Incorporated in Malaysia)

PROXY FORM

CDS Account No.

No. of shares held

I/We _____ Tel: _____
[Full name in block, NRIC/Passport/Company No.]
of _____

being member(s) of **Iconic Worldwide Berhad**, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairperson of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to 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://tiah.online> on Friday, 22 December 2023 at 10.30 a.m. or any adjournment thereof, and to vote as indicated below:

Ordinary Resolutions		FOR	AGAINST
1.	Proposed Acquisition		
2.	Proposed Rights Issue with Free Warrants		
3.	Proposed Exemption		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this _____ day of _____

Signature*
Member



*** Manner of execution:**

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

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.
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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.
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The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>.
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 - (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.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

THE COMPANY SECRETARIES
ICONIC WORLDWIDE BERHAD
REGISTRATION NO. 196901000067(8386-P)
No. 1-2, Jalan Icon City
Icon City
14000 Bukit Mertajam
Penang
Malaysia

1st fold here