

IMPIANA HOTELS BERHAD
[Registration No. 200601021085 (740838-A)]
(Incorporated in Malaysia)

Minutes of the **Fourteenth Annual General Meeting** of Impiana Hotels Berhad (“**Impiana**” or “**the Company**”) held on Monday, 26 June 2023 at 11.00 a.m., as a virtual meeting via live streaming broadcast from Jasmin Room, Level 1, Impiana KLCC Hotel, 13 Jalan Pinang, 50450 Kuala Lumpur, Malaysia

- PRESENT** : Directors Present at Broadcast Venue
- Dato’ Seri Ismail @ Farouk Bin Abdullah
Executive Chairman
Datuk Supperamaniam a/l Manickam
Independent Non-Executive Director
Pn Dyana Sofya binti Mohd Daud
Non-Independent Non-Executive Director
Dato’ Hong Khay Kuan
Independent Non-Executive Director
- Absent with apologies
- Prof. Dr Mohd Amy Azhar bin Haji Mohd Harif
Independent Non-Executive Director
Dato’ Hoo Voon Him
Executive Director/Interim Chief Executive Officer
- BY INVITATION** : En Azrin Mirzhan bin Kamaluddin
Chief Operating Officer
En Safarizal Sanusi
Head of Legal, Compliance & Secretarial
- As per Attendance List attached
- SHAREHOLDERS/
PROXIES/AUTHORISED
REPRESENTATIVE** : As per Summary of Attendance List via
Remote Participation and Voting (Webinar ID: 380-086-379)
- IN ATTENDANCE** : Present at Broadcast Venue
- Lim Shook Nyee (Agnes)
Company Secretary
Tee Siew Lee (Judy Tee)
Joint Company Secretary
-

1. OPENING ADDRESS BY THE CHAIRMAN

Dato’ Seri Ismail @ Farouk Bin Abdullah (“**Dato’ Seri Chairman**”), the Chairman of the Company welcomed the shareholders, proxies and invitees for participating remotely from various locations through live streaming webcast to the Company’s 14th Annual General Meeting (“**14th AGM**” or “**Meeting**”).

2. QUORUM & NOTICE OF MEETING

With the requisite quorum present pursuant to Article 21.2 of the Company's Constitution, Dato' Seri Chairman called the Meeting to order.

The Notice of 14th AGM dated 29 April 2023 as contained on page 162 to page 166 of the Company's Annual Report 2022 was duly circulated and taken as read.

3. INTRODUCTION

Dato' Seri Chairman informed that all the Directors of the Company except for Prof. Dr. Mohd Amy and Dato' Hoo Voon Him who were absent with apologies, were present at the Broadcast Venue.

The following persons were also present at the Broadcast Venue:-

- the Chief Operating Officer, Encik Azrin Mirzhan Bin Kamaluddin (“**Encik Azrin**”)
- the Head of Legal, Compliance & Secretarial, En Safarizal Sanusi
- the Company Secretary, Ms Lim Shook Nyee
- the Joint Company Secretary, Ms Tee Siew Lee
- the Poll Administrator, Mega Corporate Services Sdn Bhd
- the Scrutineers, Cygnus Technology Solutions Sdn Bhd

4. VOTING PROCEDURES

Dato' Seri Chairman informed that the voting at the 14th AGM would be conducted by way of poll through electronic voting using Digital Ballot Form, i.e. e-polling, in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He further informed that the shareholders and proxies could vote on all nine (9) resolutions from the commencement of the activation of the voting platform until the closure of the voting session to be announced by Dato' Seri Chairman.

Dato' Seri Chairman highlighted that the Company had appointed Mega Corporate Services Sdn Bhd as the Poll Administrator, to conduct the e-polling process and Cygnus Technology Solutions Sdn Bhd as the Scrutineers to verify the poll results.

5. AGENDA 1 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 1 JULY 2021 TO 31 DECEMBER 2022 TOGETHER WITH REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Dato' Seri Chairman explained that the Audited Financial Statements for the financial period from 1 July 2021 to 31 December 2022 (“**AFS 2022**”) together with the Reports of the Directors and Auditors thereon, were meant for discussion only. The AFS 2022 did not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016.

Dato' Seri Chairman then declared that the AFS 2022 together with the Reports of the Directors and Auditors thereon, be received.

6. **ORDINARY RESOLUTION 1**
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO AN AMOUNT OF RM306,000.00 FOR THE PERIOD FROM 1 JULY 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING IN YEAR 2024

Dato' Seri Chairman proceeded with Ordinary Resolution 1 to seek shareholders' approval on the payment of Directors' fees of up to an amount of RM306,000.00 for the period from 1 July 2022 until to the next Annual General Meeting in year 2024.

7. **ORDINARY RESOLUTION 2**
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFIT (EXCLUDING DIRECTOR'S FEES) OF UP TO AN AMOUNT OF RM80,000.00 FOR THE PERIOD FROM 27 JUNE 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING IN YEAR 2024

Dato' Seri Chairman continued with Ordinary Resolution 2 to seek shareholders' approval on the payment of Directors' Benefit (excluding Director's fees) of up to an amount of RM80,000.00 for the period from 27 June 2023 until the next Annual General Meeting in year 2024.

8. **ORDINARY RESOLUTION 3**
TO RE-ELECT DATO' SERI ISMAIL @ FAROUK BIN ABDULLAH AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 28.1 OF THE COMPANY'S CONSTITUTION

Dato' Seri Chairman proceeded to the next Agenda, Ordinary Resolutions 3 and 4 in respect of the re-election of Directors who retire in accordance with Article 28.1 of the Company's Constitution.

As the Ordinary Resolution 3 related to the re-election of Dato' Seri Chairman as a Director of the Company, Dato' Seri Chairman handed over the Chair to Datuk Supperamaniam a/l Manickam to preside over the proceedings.

Datuk Supperamaniam a/l Manickam ("**Presiding Chairman**") took the Chair and proceeded with the Meeting.

The Presiding Chairman informed the Meeting that Ordinary Resolution 3 was in relation to the re-election of Dato' Seri Ismail @ Farouk bin Abdullah, who retired in accordance with Article 28.1 of the Company's Constitution. Dato' Seri Ismail @ Farouk bin Abdullah being eligible, had offered himself for re-election.

The Presiding Chairman handed back the Chair to Dato' Seri Chairman.

9. **ORDINARY RESOLUTION 4**
TO RE-ELECT DATUK SUPPERAMANIAM A/L MANICKAM AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 28.1 OF THE COMPANY'S CONSTITUTION

Dato' Seri Chairman continued with the Ordinary Resolution 4 in relation to the re-election of Datuk Supperamaniam a/l Manickam, who retired in accordance with Article 28.1 of the

Company's Constitution. Datuk Supperamaniam a/l Manickam being eligible, had offered himself for re-election.

10. **ORDINARY RESOLUTION 5**
TO RE-ELECT DATO' HOO VOON HIM AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 28.6 OF THE COMPANY'S CONSTITUTION

Dato' Seri Chairman informed that the next Agenda, Ordinary Resolution 5 was in relation to the re-election of Dato' Hoo Voon Him, who retired in accordance with Article 28.6 of the Company's Constitution. Dato' Hoo Voon Him being eligible, had offered himself for re-election.

11. **ORDINARY RESOLUTION 6**
TO RE-APPOINT MOORE STEPHENS ASSOCIATES PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Seri Chairman continued with Ordinary Resolution 6 in relation to the re-appointment of Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

12. **SPECIAL BUSINESS - ORDINARY RESOLUTION 7**
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Seri Chairman informed that the next item on the Agenda was a special business on Ordinary Resolution 7 to approve the continuation of Prof. Dr Mohd Amy Azhar bin Haji Mohd Harif who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.

Dato' Seri Chairman highlighted that as recommended under the Malaysian Code on Corporate Governance 2021, shareholders' approval through a two-tier voting process would be carried out for Ordinary Resolution 7.

13. **SPECIAL BUSINESS - ORDINARY RESOLUTION 8**
AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES AND WAIVER OF THE PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85 OF THE COMPANIES ACT 2016

Dato' Seri Chairman proceeded with the next item under special business to approve Ordinary Resolution 8 which related to empower the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights over new ordinary shares in the Company under Section 85 of the Companies Act 2016.

14. **SPECIAL BUSINESS - ORDINARY RESOLUTION 9**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Meeting proceeded with the next item to approve Ordinary Resolution 9 under special business on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

Dato' Seri Chairman informed the shareholders that the details of the resolution are in the Circular to Shareholders dated 29 April 2023.

15. ANY OTHER BUSINESS

The Meeting noted that no notice was received to transact any other business.

16. QUESTIONS AND ANSWERS ("Q&A") SESSION

Following the presentation of all resolutions in the agenda, Dato' Seri Chairman declared the commencement of the Q&A session.

Dato' Seri Chairman informed that the Company had received several questions from the shareholders during the 14th AGM. The questions raised were then responded and addressed by the Chief Operating Officer, Encik Azrin as follows.

1. Questions submitted by Yap Yik Kong

- a) What is the latest Hotel's Occupancy rates?
- b) What's the management's strategy for the next 1-2 years to increase the Group's profitability?

Encik Azrin informed that the latest Hotel's occupancy rates for Impiana in Malaysia was approximately 50 to 60 percent. He mentioned that the Management's strategy for the next 1-2 years was to solidify the hotel business which was still in the recovery mode. En Azrin also mentioned that there were still some actions to be taken before the business operations could return to pre-COVID levels.

2. Questions submitted by Lim San Kim

- a) Which Segment make profit? Which Segment making losses?
- b) When to pay dividend?
- c) How much spend using this platform to hold virtual meeting?
- d) How much auditor fees?
- e) I support Company shares since 10 years ago, please reward some refreshment

En Azrin responded that the profitable segment was the hotel management segment and the loss-making segment was the property sales and hotel operation segment. In addition, it was informed by En Azrin that the Company was unable to pay dividend to the shareholders for the time being as the Company was not making profit and would consider paying dividend in future. En Azrin mentioned that the convening of 14th AGM through virtual platform would cost approximately RM20,000 if compared to physical Meeting which would cost

approximately RM40,000 to RM50,000. En Azrin responded that based on an annualised basis, the auditors' fees were below RM400,000. Lastly, En Azrin mentioned that the Company would not be giving any refreshments or vouchers this year.

17. **E-POLLING PROCESS**

Dato' Seri Chairman informed that the Meeting would proceed with the electronic poll voting i.e e-polling for all the proposed Ordinary Resolutions 1 to 9.

The Meeting was adjourned at 11.15 a.m. for shareholders and proxies to cast their votes.

18. **ANNOUNCEMENT OF POLL RESULTS**

Dato' Seri Chairman resumed the Meeting at 11.25 a.m. to announce the polling results in respect of the 9 resolutions which had been tabled at the 14th AGM. He highlighted that the polling results had been verified by the Scrutineers, Cygnus Technology Solutions Sdn Bhd. The results were displayed on the screen and based on the polling results, Dato' Seri Chairman declared that all the 9 resolutions as set out in the Notice of the AGM dated 29 April 2023 were **CARRIED** as follows and a copy of the polling results presented at the Meeting is attached to this Minutes as Annexure A:-

Ordinary Resolution 1

To approve the payment of Directors' fees of up to an amount of RM306,000.00 for the period from 1 July 2022 until the next Annual General Meeting in year 2024

Voted	For	Against
No. of Shareholders	55	37
No. of Shares	59,724,140	654,932
% of Voted Shares	98.9153	1.0847

“THAT the payment of Directors' fees of up to an amount of RM306,000.00 for the period from 1 July 2022 until the next Annual General Meeting in year 2024 be and is hereby approved.”

Ordinary Resolution 2

To approve the payment of Directors Benefit of up to an amount of RM80,000.00 for the period from 27 June 2023 until the next Annual General Meeting in year 2024

Voted	For	Against
No. of Shareholders	54	37
No. of Shares	59,723,140	655,332
% of Voted Shares	98.9146	1.0854

“THAT the payment of Directors Benefit of up to an amount of RM80,000.00 for the period from 27 June 2023 until the next Annual General Meeting in year 2024 be and is hereby approved.”

Ordinary Resolution 3

To re-elect Dato' Seri Ismail @ Farouk bin Abdullah, who retires in accordance with Article 28.1 of the Company's Constitution and being eligible, has offered himself for re-election

Voted	For	Against
No. of Shareholders	62	28
No. of Shares	59,729,274	649,758
% of Voted Shares	98.9239	1.0761

“THAT Dato' Seri Ismail @ Farouk bin Abdullah who retired in accordance with Article 28.1 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 4

To re-elect Datuk Supperamaniam a/l Manickam, who retires in accordance with Article 28.1 of the Company's Constitution and being eligible, has offered himself for re-election

Voted	For	Against
No. of Shareholders	61	29
No. of Shares	59,728,274	650,758
% of Voted Shares	98.9222	1.0778

“THAT Datuk Supperamaniam a/l Manickam who retired in accordance with Article 28.1 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 5

To re-elect Dato' Hoo Voon Him, who retires in accordance with Article 28.6 of the Company's Constitution and being eligible, has offered himself for re-election

Voted	For	Against
No. of Shareholders	62	27
No. of Shares	59,729,276	649,736
% of Voted Shares	98.9239	1.0761

“THAT Dato' Hoo Voon Him who retired in accordance with Article 28.6 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 6

To re-appoint Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration

Voted	For	Against
No. of Shareholders	73	17
No. of Shares	60,371,609	7,423
% of Voted Shares	99.9877	0.0123

“THAT Moore Stephens Associates PLT be and are hereby re-appointed as Auditors of the Company for the next ensuing year to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

Ordinary Resolution 7

Continuation in office of Prof. Dr Mohd Amy Azhar bin Haji Mohd Harif as Independent Non-Executive Director

	Voted	For	Against
Tier 1	No. of Shareholders	8	0
	No. of Shares	56,777,258	0
	% of Voted Shares	100	0
Tier 2	No. of Shareholders	52	30
	No. of Shares	2,951,006	650,768
	% of Voted Shares	81.9320	18.0680

“THAT the Continuation in office of Prof. Dr Mohd Amy Azhar bin Haji Mohd Harif as Independent Non-Executive Director be and is hereby approved.”

Ordinary Resolution 8

Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares and waivers of the pre-emptive rights over new ordinary shares in the Company under Section 85 of the Companies Act 2016

	Voted	For	Against
No. of Shareholders		61	29
No. of Shares		59,729,124	649,908
% of Voted Shares		98.9236	1.0764

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

AND THAT pursuant to Section 85 of the Act to be read together with Article 49.1(d) of the constitution of the Company and Paragraph 7.08 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to waive the statutory preemptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.”

Ordinary Resolution 9

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)

	Voted	For	Against
No. of Shareholders		58	24
No. of Shares		3,592,049	9,725
% of Voted Shares		99.7300	0.2700

“THAT approval be hereby given to the Company and its subsidiaries (“Impiana Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature

particulars with the specified classes of related parties as specified in Sections 2.3 of the Circular to Shareholders dated 29 April 2023, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;*
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;*
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and*
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:*
 - (i) the related transacting parties and their respective relationship with the Company; and*
 - (ii) the nature of the recurrent transactions.*

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or*
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (c) revoked or varied by resolution passed by the shareholders in general meeting,*

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

19. CLOSURE

There being no other business to be transacted, the Meeting ended at 11.40 a.m. with a vote of thanks to Dato' Seri Chairman.

Dato' Seri Chairman thanked all members present for their support and participation at the 14th AGM.

Confirmed as a correct record of proceedings,



CHAIRMAN

Date:

At Kuala Lumpur



Scrutineers' Report

Poll Results for IMPIANA HOTELS BERHAD AGM on June 26, 2023

No. Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
	Voters	No. of Shares	%	Voters	No. of Shares	%	
1 TO APPROVE THE PAYMENT OF DIRECTORS' FEES	55	59,724,140	98.9153	37	654,932	1.0847	CARRIED
2 TO APPROVE THE PAYMENT OF DIRECTORS' BENEFIT	54	59,723,140	98.9146	37	655,332	1.0854	CARRIED
3 TO RE-ELECT DATO' SERI ISMAIL @ FAROUK BIN ABDULLAH	62	59,729,274	98.9239	28	649,758	1.0761	CARRIED
4 TO RE-ELECT DATUK SUPPERAMANIAM A/L MANICKAM	61	59,728,274	98.9222	29	650,758	1.0778	CARRIED

[Signature] - 26/6/2023
 CYGNUS TECHNOLOGY SOLUTIONS SDN. BHD.
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Scrutineers' Report for **IMPIANA HOTELS BERHAD AGM** | Monday, 26 June, 2023



No.	Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
		Voters	No. of Shares	%	Voters	No. of Shares	%	
5	TO RE-ELECT DATO' HOO VOON HIM	62	59,729,276	98.9239	27	649,736	1.0761	CARRIED
6	TO RE-APPOINT MESSRS MOORE STEPHENS ASSOCIATES PLT AS AUDITORS	73	60,371,609	99.9877	17	7,423	0.0123	CARRIED

[Signature] 26/6/2023

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2-Tier Report (Large Shareholder) for IMPIANA HOTELS BERHAD AGM on JUNE 26, 2023

No.	Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
		Voters	No. of Shares	%	Voters	No. of Shares	%	
7	CONTINUATION IN OFFICE OF PROF. DR MOHD AMY AZHAR BIN HAJI MOHD HARIF	8	56,777,258	100	0	0	0	CARRIED

[Signature] 26/6/2023

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2-Tier Report (Others) for IMPIANA HOTELS BERHAD AGM on JUNE 26, 2023

No. Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
	Voters	No. of Shares	%	Voters	No. of Shares	%	
7 CONTINUATION IN OFFICE OF PROF. DR MOHD AMY AZHAR BIN HAJI MOHD HARIF	52	2,951,006	81.9320	30	650,768	18.0680	CARRIED

[Signature] 26/6/2023

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No. Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
	Voters	No. of Shares	%	Voters	No. of Shares	%	
8 AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES	61	59,729,124	98.9236	29	649,908	1.0764	CARRIED

No. Ordinary Resolution	Vote FOR			Vote AGAINST			Resolution
	Voters	No. of Shares	%	Voters	No. of Shares	%	
9 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	58	3,592,049	99.7300	24	9,725	0.2700	CARRIED
	8	56,777,258	-	Vote ABSTAIN			

 26/6/2023
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