

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

Minutes of the **Extraordinary General Meeting for the holders of Class A Irredeemable Convertible Preference Shares (“ICPS-A”)** of Impiana Hotels Berhad (“**Impiana**” or “**the Company**”) held at Mawar Room, Level 1, Impiana KLCC Hotel, 13 Jalan Pinang, 50450 Kuala Lumpur, Malaysia on Friday, 11 November 2022 at 8.30 a.m.

- PRESENT** : Directors Present
- Dato’ Seri Ismail @ Farouk Bin Abdullah – Chairman
Executive Chairman
Datuk Supperamaniam a/l Manickam
Independent Non-Executive Director
Pn Dyana Sofya binti Mohd Daud
Non-Independent Non-Executive Director
- Absent with apologies
- Prof. Dr Mohd Amy Azhar bin Haji Mohd Harif
Independent Non-Executive Director
Dato’ Hong Khay Kuan
Independent Non-Executive Director
- BY INVITATION** : En Azrin Mirzhan bin Kamaluddin
Chief Operating Officer/Proxy
- As per Attendance List attached
- ICPS-A HOLDERS/
PROXIES/AUTHORISED
REPRESENTATIVE** : As per Summary of Attendance List
- IN ATTENDANCE** : Present
- Ms Tee Siew Lee (Judy)
Joint Company Secretary
- Absent with apologies
- Lim Shook Nyee (Agnes)
Company Secretary, Quadrant Biz Solutions Sdn Bhd
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1. OPENING ADDRESS BY THE CHAIRMAN

Dato’ Seri Ismail @ Farouk Bin Abdullah (“**Dato’ Seri Chairman**”), the Chairman of the Company welcomed the ICPS-A Holders, proxies and invitees for participating in the Extraordinary General Meeting for holders of ICPS-A (“**EGM**” 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 EGM for the holders of ICPS-A dated 20 October 2022, which had been sent to all the ICPS-A Holders of the Company, was taken as read.

3. POLL VOTING

It was reported that the special resolution to be considered at the Meeting would be put to vote by poll in line with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Poll voting on the special resolution would be conducted concurrently by Mega Corporate Services Sdn Bhd, the appointed Scrutineers.

4. SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE CONSTITUTION OF IMPIANA WHICH SETS OUT THE TERMS OF THE ICPS-A (“PROPOSED AMENDMENTS TO ICPS-A”)

Dato' Seri Chairman exercised his right to demand for a poll as the Chairman of the Meeting in accordance with Articles 21.8 of the Constitution of the Company, which would be conducted upon completion of the remaining business of the Company. As proposed by Ms Jayanthi A/P Sundram and duly seconded by Dato' Yahya Bin Abdul Jalil, both the ICPS-A holders, the Special Resolution in relation to the Proposed Amendments to ICPS-A was put to vote by poll.

5. ANY OTHER BUSINESS

Dato' Seri Chairman informed that the Company had not received any notice for transaction of any other business at the Meeting. He then continued to explain the procedures for the conduct of the poll at the EGM and informed that the poll results would be declared after verification by the Scrutineers, Mega Corporate Services Sdn Bhd.

6. ANNOUNCEMENT OF POLL RESULTS

Dato' Seri Chairman resumed the Meeting at 8.35 a.m. to announce the polling results in respect of the special resolution which had been tabled at the EGM for the holders of ICPS-A. He highlighted that the polling results had been verified by the Scrutineers, Mega Corporate Services Sdn Bhd. Based on the polling results, Dato' Seri Chairman declared that the following special resolution as set out in the Notice of the EGM for the holders of ICPS-A dated 20 October 2022 was **CARRIED** and a copy of the polling results presented at the Meeting is attached to this Minutes as Annexure A:-

Special Resolution

Proposed Amendments to the Constitution of Impiana which sets out the terms of the ICPS-A (“Proposed Amendments to ICPS-A”)

Voted	For	Against
No. of Shareholders	25	1
No. of Shares	107,374,560	22,013,000
% of Voted Shares	82.99	17.01

***“THAT** subject to the passing of the special resolution in relation to the proposed amendments to the Constitution of Impiana and ordinary resolution in relation to the proposed consolidation of every 5 existing Impiana shares into 1 new Impiana share (“Proposed Share Consolidation”) at the Extraordinary General Meeting of the shareholders of the Company and the approvals of all the relevant authorities or parties having been obtained, where required, approval be and is hereby given to the Board to vary the rights attached to ICPS-A and thereafter to amend Articles 6.3(d)(6) and 6.3(d)(11) of the existing Constitution, details of which are set out below, as a consequence of the Proposed Share Consolidation:*

<u>Article</u>	<u>Existing</u>	<u>Proposed Amendments</u>
6.3(d)(6)	<u>Conversion Rights</u>	<u>Conversion Rights</u>
	(i) 10 ICPS-A are entitled to be converted into 1 new share through the surrender of the ICPS-A, at the discretion of the holder at the Conversion Ratio;	(i) 50 ICPS-A are entitled to be converted into 1 new share through the surrender of the ICPS-A, at the discretion of the holder at the Conversion Ratio;
6.3(d)(11)	<u>8Conversion Ratio</u>	<u>Conversion Ratio</u>
	The ICPS-A will be convertible, at the option of the ICPS holders at the ratio of 10 ICPS-A for 1 new share of the Company without payment of any consideration.	The ICPS-A will be convertible, at the option of the ICPS holders at the ratio of 50 ICPS-A for 1 new share of the Company without payment of any consideration.

***AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments to ICPS-A with full power to consent to and to adopt such conditions, variations, modifications and / or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Amendments to ICPS-A and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendments to ICPS-A.”*

7. CLOSURE

There being no other business to discuss, the Meeting ended at 8.40 a.m. with a vote of thanks to the Chair.

Confirmed as correct record



Chairman

Date : 8th December 2022

Kuala Lumpur



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RESULTS ON VOTING BY POLL

**EXTRAORDINARY GENERAL MEETING FOR THE HOLDERS OF CLASS A
IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (ICPS-A)**
held at Mawar Room, Level 1, Impiana KLCC Hotel, 13 Jalan Pinang, 50450 Kuala Lumpur, Malaysia
on Friday, 11 November 2022 at 8.30 a.m.

Resolution	Vote FOR			Vote AGAINST			Total		
	No. of ICPS-A Holder	No. of Units	%	Nos of ICPS-A Holder	No. of Units	%	Nos of ICPS-A Holder	No. of Units	%
Special Resolution	25	107,374,560	82.99	1	22,013,000	17.01	26	129,387,560	100.00

Duly verified correct on the poll result of the ICPS – A

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CINDY LIM
MEGA CORPORATE SERVICES SDN BHD

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