

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

Minutes of the **Extraordinary General Meeting for the holders of Class B Irredeemable Convertible Preference Shares (“ICPS-B”)** 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 8.45 a.m.

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- 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-B Holders, proxies and invitees for participating the Extraordinary General Meeting for holders of ICPS-B (“**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-B dated 20 October 2022, which had been sent to all the ICPS-B 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-B (“PROPOSED AMENDMENTS TO ICPS-B”)**

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 Dato' Seri Chairman, as the ICPS-B Holder and duly seconded by En Azrin Mirzhan bin Kamaluddin, the proxy for Impiana Sdn Bhd, the Special Resolution in relation to the Proposed Amendments to ICPS-B 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 8.50 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-B. 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-B 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-B**  
**(“Proposed Amendments to ICPS-B”)**

<b>Voted</b>	<b>For</b>	<b>Against</b>
No. of Shareholders	2	0
No. of Shares	49,682,765	0
% of Voted Shares	100.00	0

*“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 vary the rights attached to ICPS-B and thereafter to amend Articles 6.3(e)(6), 6.3(e)(10) and 6.3(e)(12) of the existing Constitution, details of which are set out below, as a consequence of the Proposed Share Consolidation:*

<p><u>Article</u> 6.3(e)(6)</p>	<p><u>Existing</u> <u>Conversion Rights</u></p> <p>(i) Each ICPS-B is entitled to be converted into 1 new share through the surrender of the ICPS-B, at the discretion of the holder at the Conversion Ratio;</p>	<p><u>Proposed Amendments</u> <u>Conversion Rights</u></p> <p>(i) <u>5</u> ICPS-B <u>are</u> entitled to be converted into 1 new share through the surrender of the ICPS-B, at the discretion of the holder at the Conversion Ratio;</p>
<p>6.3(e)(10)</p>	<p><u>Conversion Ratio</u></p> <p>The ICPS-B will be convertible, at the option of the holders at the ratio of 1 ICPS-B for 1 new Share without payment of any consideration.</p>	<p><u>Conversion Ratio</u></p> <p>The ICPS-B will be convertible, at the option of the holders at the ratio of <u>5</u> ICPS-B for 1 new Share without payment of any consideration.</p>
<p><u>Article</u> 6.3(e)(12)</p>	<p><u>Existing</u> <u>Adjustments</u></p> <p>The Conversion Ratio will be adjusted in the event of the following:-</p> <p>(i) a bonus issue or any other issuance of new Shares arising from a capitalisation exercise;</p> <p>(ii) a capital distribution whether based on a reduction of capital or otherwise, but excluding any cancellation of capital which is loss or unrepresented by assets; or</p> <p>(iii) a rights issue.</p>	<p><u>Proposed Amendments</u> <u>Adjustments</u></p> <p>The Conversion Ratio will be <u>subject to adjustments from time to time, at the determination of the Board</u>, in the event of the following:-</p> <p>(i) a bonus issue or any other issuance of new Shares arising from a capitalisation exercise;</p> <p>(ii) a capital distribution whether based on a reduction of capital or otherwise, but excluding any cancellation of capital which is loss or unrepresented by assets;</p> <p>(iii) <u>a subdivision of Shares;</u></p> <p>(iv) <u>a consolidation of Shares; or</u></p> <p>(v) a rights issue.</p>

*AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments to ICPS-B 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-B 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-B.”*

**7. CLOSURE**

There being no other business to discuss, the Meeting ended at 8.55 a.m. with a vote of thanks to the Chair.

Confirmed as correct record



Chairman

Date : 8<sup>th</sup> December 2022

Kuala Lumpur



## IMPIANA HOTELS BERHAD

Registration No: 200601021085 (740838-A)  
(Incorporated in Malaysia)

### RESULTS ON VOTING BY POLL

**EXTRAORDINARY GENERAL MEETING FOR THE HOLDERS OF CLASS B  
IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (ICPS-B)**  
held at Mawar Room, Level 1, Impiana KLCC Hotel, 13 Jalan Pinang, 50450 Kuala Lumpur, Malaysia  
on Friday, 11 November 2022 at 8.45 a.m.

Resolution	Vote FOR			Vote AGAINST			Total		
	No. of ICPS-B Holder	No. of Units	%	Nos of ICPS-B Holder	No. of Units	%	Nos of ICPS-B Holder	No. of Units	%
Special Resolution	2	49,682,765	100	0	0	0	2	49,682,765	100.00

Duly verified correct on the above poll results

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CINDY LIM  
MEGA CORPORATE SERVICES SDN BHD  
Date: 11 Nov 2022

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