



IMPIANA HOTELS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING FOR THE HOLDERS OF CLASS B IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) for the holders of Class B Irredeemable Convertible Preference Shares (“**ICPS-B**”) of Impiana Hotels Berhad (“**Impiana**” or “**Company**”) will be 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. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF IMPIANA WHICH SETS OUT THE TERMS OF THE ICPS-B (“PROPOSED AMENDMENTS TO ICPS-B”)

“**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:

Article	Existing	Proposed Amendments
6.3(e)(6)	<u>Conversion Rights</u> (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;	<u>Conversion Rights</u> (i) 5 ICPS-B are 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;
6.3(e)(10)	<u>Conversion Ratio</u> 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.	<u>Conversion Ratio</u> The ICPS-B will be convertible, at the option of the holders at the ratio of 5 ICPS-B for 1 new Share without payment of any consideration.
6.3(e)(12)	<u>Adjustments</u> The Conversion Ratio will be adjusted in the event of the following:- (i) a bonus issue or any other issuance of new Shares arising from a capitalisation exercise;	<u>Adjustments</u> The Conversion Ratio will be subject to adjustments from time to time, at the determination of the Board , in the event of the following:- (i) a bonus issue or any other issuance of new Shares arising from a capitalisation exercise;

Article	Existing	Proposed Amendments
	(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	(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;
	(iii) a rights issue.	(iii) <u>a subdivision of Shares;</u>
		(iv) <u>a consolidation of Shares; or</u>
		(v) a rights issue.

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.”

By order of the Board

LIM SHOOK NYEE (MAICSA 7007640 / SSM PC NO. 201908003593)

TEE SIEW LEE (LS0009570 / SSM PC NO. 202008001875)

Company Secretaries

Kuala Lumpur
20 October 2022

Notes:

- For the purpose of determining a holder of ICPS-B who shall be entitled to attend this Extraordinary General Meeting for the holders of ICPS-B, only a holder of ICPS-B whose name appears on the Register of ICPS-B holders as at 4 November 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his / her behalf.*
- A holder of ICPS-B entitled to attend and vote at this Extraordinary General Meeting for the holders of ICPS-B is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a holder of ICPS-B of the Company. There shall be no restriction as to the qualification of the proxy.*
- A holder of ICPS-B shall not be entitled to appoint more than two (2) proxies to attend the same meeting and such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
- The Form of Proxy, in the case of an individual shall be signed by the appointer or his / her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
- The Form of Proxy must be deposited at the registered office of the Company, 21st Floor, Menara KH, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for this Extraordinary General Meeting for the holders of ICPS-B or any adjournment thereof.*
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.*
- Further information on the Proposed Amendments to ICPS-B is set out in the Circular to Shareholders dated 20 October 2022, which is despatched together with this Notice of Extraordinary General Meeting for the holders of ICPS-B.*

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No. of ICPS-B held		
No. of ICPS-B to be represented by each proxy	Proxy 1	Proxy 2

FORM OF PROXY

I/We _____ of _____

being a holder of of Class B of Irredeemable Convertible Preference Shares (“**ICPS-B**”) of **IMPIANA HOTELS BERHAD**, hereby appoint:

FULL NAME (IN BLOCK)	NRIC/PASSPORT NO.	PROPORTION OF ICPS-B HOLDINGS	
		NO. OF ICPS-B	%
E-MAIL ADDRESS	MOBILE NO.		

(the next name should be completed where it is desired to appoint two proxies)

FULL NAME (IN BLOCK)	NRIC/PASSPORT NO.	PROPORTION OF ICPS-B HOLDINGS	
		NO. OF ICPS-B	%
E-MAIL ADDRESS	MOBILE NO.		

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting for the holders of ICPS-B (“EGM”) of the Company to be 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. or at any adjournment thereof.

Please indicate with a cross (X) in the space whether you wish your votes to be cast for or against the resolution. In the absence of such specific directions, your proxy will vote or abstain as he thinks fit.

		Proxy 1		Proxy 2	
		For	Against	For	Against
Special Resolution	Proposed Amendments to ICPS-B				

Dated this _____ day of _____ 2022

Signature(s)/Common Seal of holder of ICPS-B**Notes:**

- For the purpose of determining a holder of ICPS-B who shall be entitled to attend this Extraordinary General Meeting for the holders of ICPS-B, only a holder of ICPS-B whose name appears on the Register of ICPS-B holders as at 4 November 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his / her behalf.
- A holder of ICPS-B entitled to attend and vote at this Extraordinary General Meeting for the holders of ICPS-B is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a holder of ICPS-B of the Company. There shall be no restriction as to the qualification of the proxy.

3. *A holder of ICPS-B shall not be entitled to appoint more than two (2) proxies to attend the same meeting and such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
4. *The Form of Proxy, in the case of an individual shall be signed by the appointer or his / her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
5. *The Form of Proxy must be deposited at the registered office of the Company, 21st Floor, Menara KH, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for this Extraordinary General Meeting for the holders of ICPS-B or any adjournment thereof.*
6. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.*
7. *Further information on the Proposed Amendments to ICPS-B is set out in the Circular to Shareholders dated 20 October 2022, which is despatched together with this Notice of Extraordinary General Meeting for the holders of ICPS-B.*