



MAGMA GROUP BERHAD
(FORMERLY KNOWN AS IMPIANA HOTELS BERHAD)
(Registration No. 200601021085 (740838-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Magma Group Berhad (formerly known as Impiana Hotels Berhad) will be conducted on a virtual basis via live streaming broadcast from Jasmin Room, Level 1, Impiana KLCC Hotel, 13, Jalan Pinang, 50450 Kuala Lumpur, Malaysia on Tuesday, 10 September 2024 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES (“NOTES”) WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM100.00 MILLION (“PROPOSED NOTES ISSUE”)

“THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM100.00 million nominal value of Notes, convertible into new ordinary shares in Magma (“Magma Shares”) at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 21 May 2024 entered into between the Company and Advance Opportunities Fund VCC and Advance Opportunities Fund 1 as Subscribers in relation to the Proposed Notes Issue (“Subscription Agreement”); and
- (ii) allot and issue such number of new Magma Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Subscription Agreement;

AND THAT up to 1,000,000,000 new Magma Shares to be issued arising from the conversion of the Notes (“Conversion Shares”), shall, upon allotment and issuance, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank equally in all respects with the then existing Magma Shares save that the Conversion Shares will not be entitled to any dividends, rights, allotments and / or other distributions that may be declared, made or paid where the entitlement date is prior to the date of allotment of the Conversion Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and / or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and / or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and / or appropriate to implement, finalise and give full effect to the Proposed Notes Issue.”

BY ORDER OF THE BOARD

LIM SHOOK NYEE (MAICSA NO. 7007640)

SSM Practicing Certificate No. 201908003593

SAFARIZAL SANUSI (MACS NO. 01845)

SSM Practicing Certificate No. 202108000635

Company Secretaries

Kuala Lumpur

Date: 26 August 2024

NOTES: -

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 3 September 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
6. The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or e-mail to EGM-support.magma@megacorp.com.my not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll