



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Bio Osmo Berhad ("Bio Osmo" or the "Company") will be held at Seminar Room, Bangunan Ke-3 (Lobby), Kelab Golf Negara Subang (KGNS), Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor on Thursday, 21 February 2019 at 11.15 a.m. or immediately after the conclusion or adjournment (as the case may be) of the EGM of the Company which will be held at 10.30 a.m. on the same date at the same venue, whichever shall be the later, for the purpose of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITIONS OF THE FOLLOWING:**

- (I) **100.0% EQUITY INTEREST IN IMPIANA HOTELS & RESORTS MANAGEMENT SDN BHD BY BIO OSMO BERHAD ("BIO OSMO");**
- (II) **100.0% EQUITY INTEREST IN IMPIANA PANGKOR SDN BHD BY BIO OSMO;**
- (III) **100.0% EQUITY INTEREST IN ASTAKA MEKAR SDN BHD BY BIO OSMO;**
- (IV) **REMAINING 25.0% EQUITY INTEREST IN INTRA MAGNUM SDN BHD ("INTRA MAGNUM") BY BIO OSMO;**
- (V) **100.0% EQUITY INTEREST IN IMPIANA CHERATING SDN BHD BY BIO OSMO; AND**
- (VI) **ASSETS AND LIABILITIES OF IMPIANA HOTEL IPOH SDN BHD BY INTRA MAGNUM**

**FOR A TOTAL PURCHASE CONSIDERATION OF RM425,900,000 ("PROPOSED ACQUISITIONS")**

"**THAT** subject to the passing of Special Resolution 1 and the relevant approvals being obtained from all relevant authorities and/or parties (if required), approval be and is hereby given for the Company to give effect to all transaction contemplated by the respective conditional share sale agreements and sale and purchase agreement ("Agreements") entered into by the Company and Intra Magnum with the following vendors ("Vendors") pursuant to the Proposed Acquisitions comprising:

- (i) the acquisition of 100.0% equity interest in Impiana Hotels & Resorts Management Sdn Bhd by the Company from Dato' Seri Ismail @ Farouk Bin Abdullah ("Dato' Seri Farouk") and Datin Afrizah Binti Abdul Bakar ("Datin Afrizah"), for a purchase consideration of RM70,840,458 to be satisfied via the issuance of 850,085,500 new ordinary shares in Bio Osmo ("Bio Osmo Shares" or "Shares") at an issue price of RM0.05 per Share and 566,723,660 new irredeemable convertible preference shares in Bio Osmo ("ICPS") at an issue price of RM0.05 per ICPS;
- (ii) the acquisition of 100.0% equity interest in Impiana Pangkor Sdn Bhd by the Company from Dato' Seri Farouk and Datin Afrizah, for a purchase consideration of RM79,000,664 to be satisfied via the issuance of 948,007,980 new Bio Osmo Shares at an issue price of RM0.05 per Share and 632,005,300 new ICPS at an issue price of RM0.05 per ICPS;
- (iii) the acquisition of 100.0% equity interest in Astaka Mekar Sdn Bhd by the Company from Impiana Sdn Bhd ("Impiana SB"), for a purchase consideration of RM15,830,878 to be satisfied via the issuance of 189,970,540 new Bio Osmo Shares at an issue price of RM0.05 per Share and 126,647,020 new ICPS at an issue price of RM0.05 per ICPS;
- (iv) the acquisition of the remaining 25.0% equity interest in Intra Magnum by the Company from Impiana SB, for a purchase consideration of RM12,674,767 to be satisfied via the issuance of 152,097,200 new Bio Osmo Shares at an issue price of RM0.05 per Share and 101,398,140 new ICPS at an issue price of RM0.05 per ICPS;
- (v) the acquisition of 100.0% equity interest in Impiana Cherating Sdn Bhd by the Company from Impiana SB and Dato' Yahya Bin Abdul Jalil, for a purchase consideration of RM207,144,359 to be satisfied via the issuance of 2,485,732,300 new Bio Osmo Shares at an issue price of RM0.05 per Share and 1,657,154,880 new ICPS at an issue price of RM0.05 per ICPS; and
- (vi) the acquisition of the assets which include the ownership of a hotel under the name of "Impiana Hotel Ipoh" located in Ipoh together with the business and assuming the liabilities of Impiana Hotel Ipoh Sdn Bhd ("Impiana Ipoh") by Intra Magnum from Impiana Ipoh, for a purchase consideration of RM40,408,874 to be satisfied via the issuance of 174,106,480 new Bio Osmo Shares at an issue price of RM0.05 per Share and 116,071,000 new ICPS at an issue price of RM0.05 per ICPS as well as cash amounting to RM25,900,000;

**THAT** pursuant to the terms of the Agreements, approval be and is hereby given for the Company to allot and issue 4,800,000,000 new Bio Osmo Shares ("Consideration Shares") and 3,200,000,000 new ICPS ("Consideration ICPS") at an issue price of RM0.05 per Share/ICPS to the Vendors and/or their nominee(s)/placee(s);

**THAT** approval be and is hereby given to the Directors of the Company to allot and issue such new Bio Osmo Shares to the Vendors and/or their nominee(s)/placee(s) upon conversion of the Consideration ICPS;

**THAT** the Consideration Shares and new Bio Osmo Shares to be allotted and issued upon conversion of the Consideration ICPS, shall, upon allotment and issue, rank equally in all respects with the Bio Osmo Shares, save and except that they shall not be entitled to any dividends, rights, entitlements, allotments and/or any other distributions which may be declared, made or paid to the shareholders of Bio Osmo, the entitlement date of which is prior to or on the date of allotment and issuance of such Consideration Shares or new Bio Osmo Shares to be allotted and issued upon conversion of the Consideration ICPS;

**AND THAT** the Directors be and are hereby authorised and empowered to do all such acts, deeds and things, and to execute all necessary documents as they may deem fit, necessary, expedient and/or appropriate in order to implement and/or give full effect to the Proposed Acquisitions with full powers to give effect or assent to any condition, variation, modification and/or amendment in such manner as may be required or permitted by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

**ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 2,000,000,000 NEW ORDINARY SHARES IN BIO OSMO ("BIO OSMO SHARES") ("PLACEMENT SHARES") TO INDEPENDENT THIRD PARTY INVESTORS TO BE IDENTIFIED ("PROPOSED PRIVATE PLACEMENT")**

"**THAT** subject to the passing of Ordinary Resolutions 1 and 3 and Special Resolution 1 and the relevant approvals being obtained from all relevant authorities and/or parties (if required), approval be and is hereby given to the Board to allot and issue up to 2,000,000,000 new Bio Osmo Shares by way of private placement to independent third party investors to be identified later in 1 or more tranches at RM0.05 per share ("Initial Placement Price") or at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the Circular to Shareholders dated 31 January 2019 ("Circular");

**THAT** the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be authorised with full power to vary the manner and/or

purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

**THAT** such Placement Shares shall, upon allotment and issue, rank equally in all respects with the existing Bio Osmo Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or any other distribution, the entitlement date of which is prior to the date of issuance and allotment of the Placement Shares;

**AND THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Private Placement."

**ORDINARY RESOLUTION 3**

**PROPOSED OFFER FOR SALE OF UP TO 1,000,000,000 ORDINARY SHARES IN BIO OSMO ("BIO OSMO SHARES") TO BE HELD BY DATO' SERI ISMAIL @ FAROUK BIN ABDULLAH UPON COMPLETION OF THE PROPOSED ACQUISITIONS TO INDEPENDENT THIRD PARTY INVESTORS TO BE IDENTIFIED ("PROPOSED OFFER FOR SALE")**

"**THAT** subject to the passing of Ordinary Resolutions 1 and 2 and Special Resolution 1 and the relevant approvals being obtained from all relevant authorities and/or parties (if required) as well as the completion of the Proposed Acquisitions, the proposed offer for sale of up to 1,000,000,000 Bio Osmo Shares to be held by Dato' Seri Ismail @ Farouk Bin Abdullah to independent third party investors to be identified later be and is hereby approved;

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Offer for Sale with full powers to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver and/or cause to be executed, signed and delivered all such documents to or with any party or parties and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")**

"**THAT** subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Company to authorise the Proposed Amendments in the manner as set out in Appendix VIII of the Circular.

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendments."

**SPECIAL RESOLUTION 2**

**PROPOSED CHANGE OF COMPANY NAME FROM "BIO OSMO BERHAD" TO "IMPIANA HOTELS BERHAD" ("PROPOSED CHANGE OF NAME")**

"**THAT** subject to the passing of the Ordinary Resolution 1 and the completion of the Proposed Acquisitions, the name of the Company be changed from "Bio Osmo Berhad" to "Impiana Hotels Berhad" effective from the date of the Notice of Registration of the New Name to be issued by the Companies Commission of Malaysia to the Company and that all references in the Constitution of the Company in relation to the name "Bio Osmo Berhad", wherever the same may appear, shall be deleted and substituted with "Impiana Hotels Berhad".

**AND THAT** the Board be and is hereby authorised to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

**BY ORDER OF THE BOARD**

SIEW SUET WEI (MAICSA 7011254)  
LIM YEN TENG (LS0010182)  
TEE SIEW LEE (LS009570)  
Company Secretaries

Kuala Lumpur  
31 January 2019

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 14 February 2019 shall be eligible to attend the EGM or appoint proxy(ies) to attend, speak and vote on his/her behalf.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where two (2) proxies are appointed, a member shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid provided that where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to participate, speak and vote at the meeting.
4. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM of the Company will be put to vote by way of poll. The Company will appoint at least one (1) scrutineer to validate the votes cast at the EGM.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
6. Where a member of the Company 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
7. The instrument appointing a proxy must be deposited at the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.