



Hotels Berhad

IMPIANA HOTELS BERHAD

(formerly known as Bio Osmo Berhad)

(Company No. 740838-A)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Impiana Hotels Berhad (formerly known as Bio Osmo Berhad) (“**Impiana**” or the “**Company**”) will be held at Impiana Banquet Hall, Level 2, Impiana KLCC Hotel, 13, Jalan Pinang, 50450 Kuala Lumpur on Thursday, 29 August 2019 at 10.00 a.m. or at any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN IMPIANA (“SHARES”) INTO 1 SHARE (“CONSOLIDATED SHARE”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED SHARE CONSOLIDATION”)

“**THAT** subject to the passing of the Special Resolution and the approvals of all the relevant authorities or parties having been obtained, where required, approval be and is hereby given to the Board of Directors of Impiana (“**Board**”) to consolidate every 10 existing Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, into 1 Consolidated Share and that such Consolidated Shares shall, upon allotment and issue, rank equally in all respects with each other;

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Consolidation 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 Share Consolidation 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 Share Consolidation.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF IMPIANA (“PROPOSED AMENDMENTS”)

“**THAT** subject to the passing of the Ordinary Resolution and the approvals of all the relevant authorities or parties having being obtained, where required, approval be and is hereby given to the Board to amend the Constitution of Impiana as a consequence of the Proposed Share Consolidation, as follows:

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

By Order of the Board

Siew Suet Wei (MAICSA 7011254)

Tee Siew Lee (LS0009570)

Lim Yen Teng (LS0010182)

Company Secretaries

Kuala Lumpur

7 August 2019

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 August 2019 shall be eligible to attend the EGM.
- (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 will be put to vote by poll.
- (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**”), 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 with the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.