



7-ELEVEN MALAYSIA HOLDINGS BERHAD

(Registration No. 201301028701 (1058531-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of 7-Eleven Malaysia Holdings Berhad (“SEM” or “Company”) will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Friday, 7 February 2020 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 55,198,000 ORDINARY SHARES REPRESENTING APPROXIMATELY 25.35% EQUITY INTEREST IN CARING PHARMACY GROUP BERHAD (“CARING”) BY CONVENIENCE SHOPPING (SABAH) SDN BHD (“CSSSB”), A WHOLLY-OWNED SUBSIDIARY OF SEM FROM MOTIVASI OPTIMA SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM143,514,800 OR RM2.60 PER SHARE (“PROPOSED ACQUISITION”) AND THE RESULTANT PROPOSED MANDATORY GENERAL OFFER TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN CARING NOT ALREADY OWNED BY CSSSB AFTER THE PROPOSED ACQUISITION AT AN OFFER PRICE OF RM2.60 PER SHARE (“PROPOSED MANDATORY OFFER”)

(THE PROPOSED ACQUISITION AND PROPOSED MANDATORY OFFER ARE COLLECTIVELY REFERRED TO AS THE “PROPOSALS”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company for CSSSB to acquire:

- (i) 55,198,000 ordinary shares in Caring (“Caring Shares”), representing approximately 25.35% equity interest in Caring from Motivasi Optima Sdn Bhd for a total cash consideration of RM143,514,800 or RM2.60 per Caring Share in accordance with the terms and conditions of the conditional share sale agreement dated 28 November 2019; and
- (ii) all the remaining Caring Shares not already owned by CSSSB after the Proposed Acquisition at a cash offer price of RM2.60 per Caring Share pursuant to a mandatory general offer in accordance with Section 218(2) of the Capital Markets and Services Act 2007 (“CMSA”) and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (including any acquisition of Caring Shares not owned by CSSSB and persons acting in concert with it which may be carried out pursuant to or in relation to Sections 222 and/or 223 of the CMSA);

AND THAT the Board of Directors of the Company (“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 and/or arrangements (including without limitations, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposals and with full powers to assent to or introduce any condition, modification, variation and/or amendment in any manner as may be required or imposed or approved by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

By Order of the Board

SEE SIEW CHENG (MAICSA 7011225)

TIA HWEI PING (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

Date: 23 January 2020

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 January 2020 shall be eligible to attend the EGM.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
4. Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. 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 the hand of its officer or its duly authorised attorney.
7. To be valid, this form, duly completed must be deposited at the registered office of the Company at c/o Boardroom Corporate Services Sdn. Bhd. (Formerly known as Boardroom Corporate Services (KL) Sdn. Bhd.), 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his proxy, PROVIDED ALWAYS THAT the rest of the proxy form, other than the particulars of the proxy have been duly completed by member(s).