



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 conducted on a fully virtual basis through live streaming and online voting via the Remote Participation and Electronic Voting ("RPEV") facilities, for the purpose of considering and if thought fit, passing the following resolution set out in this notice:

Meeting Platform	: https://web.lumiagm.com/
Day and Date	: Thursday, 21 January 2021 or any adjournment thereof
Time	: 10.00 a.m.
Broadcast Venue	: Level 3, Podium Block, Plaza Berjaya, No. 12, Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the EGM 2) E-mail questions to ir@7eleven.com.my prior to the EGM

ORDINARY RESOLUTION

- (I) **PROPOSED ACQUISITIONS BY CARING PHARMACY RETAIL MANAGEMENT SDN BHD ("CARING"), AN INDIRECT 75%-OWNED SUBSIDIARY OF 7-ELEVEN MALAYSIA HOLDINGS BERHAD, OF THE FOLLOWING:**
- (A) 67% EQUITY INTEREST IN THE PILL HOUSE PHARMACY SDN BHD ("TPH") FOR A CASH CONSIDERATION OF RM25,513,500;
 - (B) 60% EQUITY INTEREST IN WELLINGS PHARMACY SDN BHD ("WELLINGS") FOR A CASH CONSIDERATION OF RM19,900,000;
 - (C) BUSINESS ASSETS IN THREE PHARMACY OUTLETS CURRENTLY HELD BY FARMASI SRI NIBONG SDN BHD FOR A CASH CONSIDERATION OF RM3,000,000; AND
 - (D) BUSINESS ASSETS IN ONE PHARMACY OUTLET CURRENTLY HELD BY FARMASI SRI NIBONG (PEKAKA) SDN BHD FOR A CASH CONSIDERATION OF RM450,000; AND
- (II) **PROPOSED GRANTING BY CARING OF PUT OPTIONS TO EACH OF THE REMAINING SHAREHOLDERS OF TPH AND WELLINGS ("REMAINING SHAREHOLDERS") TO REQUIRE CARING TO PURCHASE ALL THE REMAINING ORDINARY SHARES IN TPH AND WELLINGS HELD BY THE REMAINING SHAREHOLDERS AND PROPOSED ACCEPTANCE BY CARING OF CALL OPTIONS FROM EACH OF THE REMAINING SHAREHOLDERS FOR CARING TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN TPH AND WELLINGS HELD BY THEM**

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

- (i) 524,740 ordinary shares in TPH, representing 67% equity interest in TPH from the vendors, namely Farmasi Sri Nibong Sdn Bhd ("FSN"), Farmasi Sri Nibong (Pekaka) Sdn Bhd ("FSNP"), Wellings, Mr. Mah Choon Leng ("MCL"), Mr. Choong Li Dong, Mr. Tung Kean Seng, Mr. Lim Kelvin, Ms. Khoo Sze Ling, Mr. Ng Wei Ping, Mr. Lye Chu Siang and Mr. Yeow Shin Yi, for a total cash consideration of RM25,513,500 in accordance with the terms and conditions of the conditional share sale agreement dated 5 October 2020 ("**Proposed TPH Acquisition**");
- (ii) 600,000 ordinary shares in Wellings, representing 60% equity interest in Wellings from FSN and MCL for a total cash consideration of RM19,900,000 in accordance with the terms and conditions of the conditional share sale agreement dated 5 October 2020 ("**Proposed Wellings Acquisition**");
- (iii) subject to the completion of the Proposed TPH Acquisition, certain business assets currently held by FSN in three (3) outlets for a total cash consideration of RM3,000,000 in accordance with the terms and conditions of the conditional sale of business agreement dated 5 October 2020, via TPH; and
- (iv) subject to the completion of the Proposed TPH Acquisition, certain business assets currently held by FSNP in one (1) outlet for a total cash consideration of RM450,000 in accordance with the terms and conditions of the conditional sale of business agreement dated 5 October 2020, via TPH.

(collectively, the "**Proposed Acquisitions**").

AND THAT subject to the completion of the Proposed TPH Acquisition and Proposed Wellings Acquisition, approval be and is hereby given to the Company for Caring to:

- (i) grant put options to each of the Remaining Shareholders to require Caring to purchase all their remaining ordinary shares in TPH and Wellings not already owned by Caring ("**Option Shares**") ("**Put Options**");
- (ii) acquire the Option Shares from each of the Remaining Shareholders in the event the Put Options are exercised; and
- (iii) accept and exercise, as the case may be, the call options granted by each of the Remaining Shareholders to Caring to acquire the Option Shares from the Remaining Shareholders ("**Call Options**"),

in accordance with the terms and conditions of the put and call option agreements dated 5 October 2020.

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 all such documents and/or arrangements as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Acquisitions, Put Options, Call Options and the acquisition of the Option Shares with full powers to assent to, make 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

WONG WEI FONG (SSM PC No. 201908001352) (MAICSA 7006751)

TIA HWEI PING (SSM PC No. 202008001687) (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

Date: 30 December 2020

Notes:

- As part of the measures to stem the spread of the Coronavirus Disease (COVID-19), the EGM of the Company will be conducted on a fully virtual basis through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities by registering online with Boardroom Smart Investor Portal at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM of the Company in order to register, participate and vote remotely via the RPEV facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM of the Company to be present at the main venue of the EGM of the Company in Malaysia.
- Shareholders/proxy(ies) from the public WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT at the Broadcast Venue on the day of the EGM of the Company.
- 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.
- 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.
- An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint one (1) proxy in respect of each securities account.
- 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.
- An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote remotely at the EGM of the Company via RPEV facilities must request his/her proxy to register himself/herself for RPEV facilities at Boardroom Share Registrars Sdn. Bhd.'s online website at <https://boardroomlimited.my> latest by 19 January 2021 at 10.00 a.m. Please follow the procedures provided in the Administrative Guide for the EGM of the Company.
- The duly executed Form of Proxy must be deposited at the Company's Share Registrar Office at c/o Berjaya Registration Services Sdn. Bhd., Lot 10-04A & 10-04B, Level 10, West, Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM of the Company. Alternatively, the Form of Proxy may also be deposited by electronic means through the smart investor portal at <https://boardroomlimited.my> by logging in and selecting "**E-PROXY LODGEMENT**".
- Only members whose names appear in the Record of Depositors as at 13 January 2021 shall be entitled to attend and vote at the EGM of the Company.

Personal data privacy:

By submitting an instrument appointing a Form of Proxy(ies) and/or representative(s) to participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's Form of Proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such Form of Proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such Form of Proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.