

# EXSIM

## HOSPITALITY

### EXSIM HOSPITALITY BERHAD

*(Formerly known as Pan Malaysia Holdings Berhad)*

Registration No. 198301000236 (95469-W)

(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of EXSIM Hospitality Berhad (“**EHB**” or “**Company**”) will be held at Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Main Venue**”) on Friday, 15 August 2025 at 3:00 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

### AGENDA

#### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES IN EXSIM HOSPITALITY BERHAD (“EHB SHARES” OR “SHARES”) (“RIGHTS SHARES”) TOGETHER WITH FREE DETACHABLE WARRANTS (“WARRANTS”) AT AN ISSUE PRICE AND ENTITLEMENT BASIS TO BE DETERMINED AND ANNOUNCED AT A LATER DATE TO RAISE GROSS PROCEEDS OF APPROXIMATELY RM250.79 MILLION (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“**THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant regulatory authorities and/or third parties being obtained (where required), the board of directors of the Company (“**Board**”) be and is hereby authorised:

- (i) to provisionally allot and issue new EHB Shares by way of a renounceable rights issue of the Rights Shares with Warrants to the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced at a later date (“**Entitlement Date**”) (“**Entitled Shareholders**”) and/or their renouncee(s), at an issue price and entitlement basis to be determined and announced at a later date;
- (ii) to allot and issue such number of new EHB Shares credited as fully paid-up to the holders of the Warrants pursuant to the exercise of the Warrants during the tenure of the Warrants in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company; and
- (iii) to use the gross proceeds to be derived from the Proposed Rights Issue with Warrants in the manner set out in **Section 2.8** of Part A of the circular to shareholders of the Company dated 31 July 2025 (“**Circular**”) and the Board is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the interest of the Company, subject (where required) to the approval of the relevant authorities and/or shareholders of the Company;

**THAT** any unsubscribed Rights Shares together with the Warrants which are not taken up or validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess Rights Shares applications in such manner and to such persons and to be allocated in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion;

**THAT** any fractional entitlements of the Rights Shares and Warrants that may arise from the Proposed Rights Issue with Warrants will be disregarded and the Board be and is hereby authorised to deal with such fractionals in such manner and on such terms and conditions as the Board in its absolute discretion deems fit and expedient or in the best interest of the Company;

**THAT** approval be and is hereby given to the Board to determine the issue price of the Rights Shares, exercise price of the Warrants and the entitlement basis of the Rights Shares and Warrants;

**THAT** the Rights Shares, the Warrants and the new EHB Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**");

**THAT** the Warrants shall be immediately detached from the Rights Shares upon issuance and shall be traded separately on the Main Market of Bursa Securities;

**THAT** the Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing EHB Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of EHB, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

**THAT** the new EHB Shares to be issued arising from the exercise of the Warrants ("**Exercised Shares**") will, upon allotment, issuance and full payment of the exercise price of the Warrants, rank equally in all respects with the existing EHB Shares, save and except that the new EHB Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of EHB, the entitlement date of which is prior to the date of allotment and issuance of the Exercised Shares;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to give effect to variations, amendments and resubmissions in connection with the Proposed Rights Issue with Warrants, and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement, complete and give full effect to the Proposed Rights Issue with Warrants;

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Rights Shares, Warrants and new EHB Shares to be issued and allotted in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

## ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY UPPERVISTA SDN BHD (“UPPERVISTA”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY OF A PROPOSED 5-STAR RATED HOTEL TOWER TOGETHER WITH RETAIL PODIUM KNOWN AS TOWER E, COMPRISING 294 HOTEL ROOMS, A RESTAURANT, A BALLROOM, SWIMMING POOL, RETAIL SPACES AND OTHER SUPPORTING FACILITIES WHICH FORM PART OF THE MIXED DEVELOPMENT PROJECT KNOWN AS EMPIRE CITY, DAMANSARA LOCATED IN PETALING JAYA, SELANGOR (“SUBJECT PROPERTY – PARTIAL TOWER E BUILDING”) FROM ARCADIA HOSPITALITY SDN BHD (“AHSB”) FOR A CASH CONSIDERATION OF RM240.25 MILLION (“PROPOSED ACQUISITION”)**

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities and/or third parties being obtained (where required), and the conditions precedent in the conditional sale and purchase agreement dated 28 February 2025 entered into between Uppervista (as purchaser) and AHSB (as vendor) for the Proposed Acquisition (“**SPA**”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to Uppervista to acquire the Subject Property – Partial Tower E Building for a total cash consideration of RM240.25 million, in accordance with the terms and conditions as stipulated in the SPA;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/or amendments as may be required, at their discretion and/or imposed or required by the relevant authorities and/or parties and to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all such steps for and on behalf of the Company as it may deem fit necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Acquisition.”

## BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC NO. 201908000235) (MAICSA 7018590)  
NAZIRAH BINTI NAZRI (SSM PC NO. 202408000275) (MAICSA 7071328)  
Company Secretaries

Kuala Lumpur  
31 July 2025

**Notes:**

- (1) *The EGM will be conducted physically. Members and proxies will have to attend physically in person at the Main Venue.*
- (2) *A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf at the EGM. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (3) *The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to Clause 70 of the Constitution in relation to the Record of Depositors made available to the Company.*
- (4) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint one (1) proxy only 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (7) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:*
  - (i) *In Hardcopy Form*

*The Proxy Form shall be deposited at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, 40460 Kota Kemuning, Shah Alam, Selangor Darul Ehsan, Malaysia.*
  - (ii) *By Electronic Means*

*The Proxy Form shall be electronically submitted via Symphony's Online website at <https://www.symphonycorporateservices.com.my> (Domain Registration No. D1C534619-MYNIC).*

*Please refer to the Administrative Guide for the EGM for further information on the electronic submission.*

- (8) *Pursuant to Paragraph 8.29 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this notice of EGM will be put to vote by poll.*
- (9) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 August 2025 (General Meeting Record of Depositors) shall be entitled to attend, participate, speak and vote at the EGM, or to appoint proxy(ies) to attend, participate, speak and vote on their behalf.*
- (10) *Those proxy forms which are indicated with "√" in the spaces provided to show how the votes are to be cast will also be accepted.*

**Personal data privacy:**

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the 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 agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.