



CLASSIC SCENIC BERHAD
(Registration No. 200301031466 (633887-M))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Classic Scenic Berhad (“**CSCENIC**” or the “**Company**”) will be held on a fully virtual basis through live streaming and entirely via Remote Participation and Electronic Voting (“**RPEV**”) facilities at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Tuesday, 27 February 2024 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 113,813,000 NEW ORDINARY SHARES IN CLASSIC SCENIC BERHAD (“CSCENIC” OR “COMPANY”) (“CSCENIC SHARES” OR “SHARES”) (“PLACEMENT SHARES”), REPRESENTING UP TO 30.0% OF THE NUMBER OF ISSUED SHARES (“PROPOSED 30% PRIVATE PLACEMENT”)

“**THAT** approval be and is hereby given to the Board of Directors (“**Board**”) to allot and issue up to 113,813,000 Placement Shares at an issue price to be determined based on the 5-day volume weighted average market price of Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than 20.0% to such persons and at such time as the Board deems fit, for such purpose and utilisation of proceeds as set out in the Circular to shareholders dated 6 February 2024.

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

THAT the Board be and is hereby authorised to do all acts and things as the Board may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed 30% Private Placement.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all Placement Shares to be issued pursuant to the Proposed 30% Private Placement.

AND THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Placement Shares pursuant to the Proposed 30% Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY CSCENIC OF 10,563,167 ORDINARY SHARES IN REDINA MALAYSIA SDN BHD (“REDINA”) (“REDINA SALE SHARES”) FROM PERDANIS DISTRIBUTION (M) SDN BHD (“VENDOR”) REPRESENTING 51.0% EQUITY INTEREST IN REDINA FOR A TOTAL PURCHASE CONSIDERATION OF RM35,700,000 TO BE SATISFIED WHOLLY BY WAY OF CASH (“PROPOSED ACQUISITION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, the terms and conditions as set out in the Conditional share sale agreement dated 12 December 2023 (“**SSA**”) entered into between the Company and the Vendor for the Proposed Acquisition and/or the approvals of all relevant authorities and/or persons being obtained, approval be and is hereby given for Cscenic to acquire the Redina Sale Shares from the Vendor for a purchase consideration of RM35,700,000 to be satisfied wholly by way of cash in accordance to the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time in relation to the Proposed Acquisition.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of the Company, all documents as the Board may deem fit or expedient and/or appropriate in order to carry out, finalise and give full effect and to complete the Proposed Acquisition, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as may be required or permitted by any relevant authorities and to take all steps as the Board may consider necessary or expedient in the best interest of the Company in connection with the Proposed Acquisition.”

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF CSCENIC GROUP'S EXISTING BUSINESSES TO INCLUDE THE RETAIL BUSINESS OF APPAREL AND FOOD AND BEVERAGES (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and subject to the approvals of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Company and its subsidiaries to diversify its existing businesses to include the retail business of apparel and food and beverages.

AND THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification.”

SPECIAL RESOLUTION 1

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “CLASSIC SCENIC BERHAD” TO “HEXTAR RETAIL BERHAD” (“PROPOSED CHANGE OF NAME”)

“**THAT** the name of the Company be changed from “Classic Scenic Berhad” to “Hextar Retail Berhad” effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that the Constitution of the Company be hereby amended by replacing all references to “Classic Scenic Berhad” to “Hextar Retail Berhad” subject to and upon issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia.

AND THAT the Directors and/or the Company Secretaries of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider necessary and/or expedient to give effect to the Proposed Change of Name.”

BY ORDER OF THE BOARD OF CLASSIC SCENIC BERHAD

WONG YOUN KIM
(MAICSA 7018778) (SSM PC No. 201908000410)

LIM LI HEONG
(MAICSA 7054716) (SSM PC No. 202008001981)

WONG MEE KIAT
(MAICSA 7058813) (SSM PC No. 202008001958)

Company Secretaries

Kuala Lumpur
6 February 2024

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. There shall be no restriction as to the qualification of proxy.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee (“**EAN**”) as defined under the Securities Industry (Central Depositories) Act, 1991 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 EAN may appoint in respect of each omnibus account it holds.
4. In the case of a corporate member, the instrument appointing the proxy shall be given under its Common Seal or under the hand of a duly authorised officer or attorney and supported by a notarially certified copy of that power or authority.
5. The Form of Proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at **G Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.
6. Only members whose names appear on the Record of Depositors as at 20 February 2024 (“**General Meeting Record of Depositors**”) shall be entitled to attend, speak or vote at this EGM or appoint proxy(ies) to attend and/or vote in his/her behalf.
7. The Ordinary Resolutions and Special Resolution set out in this Notice will be put to vote by poll.
8. The EGM will be held entirely via RPEV facility through the online meeting platform at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely at the fully virtual meeting.

DIGITAL COPY OF CIRCULAR TO SHAREHOLDERS, NOTICE OF EGM, ADMINISTRATIVE NOTES AND FORM OF PROXY

The Circular to shareholders, Notice of EGM, Administrative Notes and Form of Proxy are available online for download from the Company's announcement on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

The abovementioned documents together with the Request Form for hardcopy of the Circular to shareholders can also be downloaded from the Company's website at www.classicscenic.com.

Shareholders may request for the printed hardcopy of the Circular to shareholders by completing and emailing the Request Form to cscenic@classicscenic.com. The printed hardcopy of the Circular to shareholders will be sent within seven (7) market days from the date of receipt of the completed Request Form.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, 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 “**Purpose**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, 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.