



EDEN INC. BERHAD
(Registration No.: 197701005144 (36216-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Eden Inc. Berhad (“**Eden**” or the “**Company**”) will be held on a **virtual basis** vide the online meeting platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> at the broadcast venue, which is the main meeting venue at the Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 24 January 2025 at 10.00 a.m., or any adjournment thereof (as the case may be), for the purpose of considering and if thought fit, passing the resolutions below with or without modification:

ORDINARY RESOLUTION 1

PROPOSED DEBT SETTLEMENT OF RM45,648,878 DUE FROM ZIL ENTERPRISE SDN BHD (“ZIL”) TO STRATAVEST SDN BHD (“STRATAVEST”), A WHOLLY-OWNED SUBSIDIARY OF EDEN (“DEBT”) BY WAY OF THE TRANSFER OF A PIECE OF LEASEHOLD LAND OF 99 YEARS EXPIRING ON 28 OCTOBER 2096 HELD UNDER TITLE PN 21370, LOT 8909 IN THE MUKIM OF SUNGAI KARANG, DISTRICT OF KUANTAN, STATE OF PAHANG MEASURING APPROXIMATELY 2,400,299 SQUARE FEET IN AREA (“LAND”) BY ZIL TO VISTA LEGACY SDN BHD (“VISTA”), A WHOLLY-OWNED SUBSIDIARY OF EDEN, FOR THE DEBT (“PROPOSED DEBT SETTLEMENT”)

“**THAT** subject to the relevant conditions as stipulated in the Debt Settlement Agreement dated 24 April 2024 between Stratavest, Zil and Vista (“**Parties**”) (as varied by the Supplemental Debt Settlement Agreement dated 21 October 2024 entered by the Parties) (“**DSA**”) for the Proposed Debt Settlement being met or waived (as the case may be) and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Company be authorised to undertake the Proposed Debt Settlement in the manner and on the terms set out in the DSA;

AND THAT the Board of Directors of the Company (“**Board**”), Stratavest and Vista (save for Tan Sri Abd Rahim Bin Mohamad, Puan Sri Fadzilah Binti Md Ariff and Datin Fara Nadia Binti Abd Rahim (“**Interested Directors**”)) be and are 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 respective companies all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Debt Settlement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the respective board of directors (save for the Interested Directors) may deem fit, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Debt Settlement.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 252,677,976 FREE WARRANTS C IN EDEN (“WARRANTS C”) ON THE BASIS OF 1 WARRANT C FOR EVERY 2 EXISTING ORDINARY SHARES IN EDEN (“EDEN SHARES” OR “SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF EDEN WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF EDEN (“ENTITLED SHAREHOLDERS”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED FREE WARRANTS”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board to allot and issue up to 252,677,976 Warrants C on the basis of 1 Warrant C for every 2 existing Eden Shares held by the Entitled Shareholders on the Entitlement Date; **THAT** the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants C (“**Deed Poll C**”) with full powers to assent to any condition, modification, variation and/or

amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll C;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants C in accordance with the provisions of the Deed Poll C and where required, to adjust the exercise price and/or the number of Warrants C to be issued (including, without limitation, any additional Warrants C as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll C;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new Shares pursuant to the exercise of the Warrants C or additional Warrants issued pursuant to adjustments as provided for under the Deed Poll C by the holders of the Warrants in accordance with the provisions of the Deed Poll C;

THAT in determining the entitlements under the Proposed Free Warrants, fractional entitlements, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT the new Eden Shares to be issued pursuant to the exercise of the Warrants C shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing Eden Shares, save and except that the new Eden Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement of which is prior to the date of allotment and issuance of the new Eden Shares;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants C for such purposes and in such manner as set out in **Section 3** of **Part A** of the circular to shareholders of the Company dated 9 January 2025 ("**Circular**"), and the Board be authorised with full powers to vary powers to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Free Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN EDEN (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF ESOS ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to establish the ESOS of up to 15% of the total number of issued shares of Eden (excluding treasury shares, if any) from time to time for the benefit of eligible directors (excluding non-executive directors) and employees of Eden and its subsidiaries ("**Eden Group**" or "**Group**") (excluding dormant subsidiaries, if any), and the Board be and is hereby authorised to:

- (i) to appoint and authorise a committee ("**ESOS Committee**") by which the Proposed ESOS will be implemented and administered, in accordance with the rules, terms and conditions of the Proposed ESOS as may be modified, varied and/or amended from time to time ("**By-Laws**") as set out in **Appendix III** of the Circular. The members of the ESOS Committee shall comprise Directors and/or other persons as shall be appointed and duly authorised from time to time by the Board;

- (ii) allot and issue from time to time such number of new Eden Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the Proposed ESOS ("**ESOS Options**"), **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued shares of Eden (excluding treasury shares, if any) at any point in time during the duration of the ESOS **AND THAT** the new Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the then existing Eden Shares, save and except that they will not be entitled to any dividend, right, allotment, and/or other distribution, that may be declared, made or paid prior to the date of allotment and issuance of such new Shares to be issued arising from the exercise of the ESOS Options;
- (iii) do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (iv) add, modify, vary and/or amend the By-Laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS; and
- (v) extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("**Extension**") upon the recommendation by the ESOS committee, **PROVIDED ALWAYS** that the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

AND THAT the draft By-Laws, as set out in **Appendix III** of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 4 TO 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO DIRECTORS OF EDEN (EXCLUDING NON-EXECUTIVE DIRECTORS) AND PERSONS CONNECTED TO THEM UNDER THE PROPOSED ESOS

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS committee, at any time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS:

- (i) Tan Sri Abd Rahim Bin Mohamad (*Executive Chairman. He is the spouse of Puan Sri Fadzilah Binti Md Ariff and parent of Datin Fara Nadia Binti Abd Rahim*) Ordinary Resolution 4
- (ii) Datin Fara Nadia Binti Abd Rahim (*Group Managing Director. She is the child of Tan Sri Abd Rahim Bin Mohamad and Puan Sri Fadzilah Binti Md Ariff*) Ordinary Resolution 5

- | | | |
|-------|---|------------------------|
| (iii) | Puan Sri Fadzilah Binti Md Ariff (<i>Executive Director, Group Special Projects. She is the spouse of Tan Sri Abd Rahim Bin Mohamad and parent of Datin Fara Nadia Binti Abd Rahim</i>) | Ordinary Resolution 6 |
| (iv) | Dato' Nik Mohd Fuad Bin Wan Abdullah (<i>Executive Director, Group Corporate Affairs</i>) | Ordinary Resolution 7 |
| (v) | Dato' Mohd Ramli Bin Mohamad (<i>Director of Underwater World Langkawi Sdn Bhd, a wholly-owned subsidiary of Eden. He is the sibling of Tan Sri Abd Rahim Bin Mohamad</i>) | Ordinary Resolution 8 |
| (vi) | Noordini Binti Mohd Ariff (<i>Manager, Group Administration. She is the sibling of Puan Sri Fadzilah Binti Md Ariff and spouse of Amir Bin Mahmood</i>) | Ordinary Resolution 9 |
| (vii) | Amir Bin Mahmood (<i>Assistant General Manager, Internal Audit and Risk Management. He is the spouse of Noordini Binti Mohd Ariff</i>) | Ordinary Resolution 10 |

PROVIDED ALWAYS that:

- (i) the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (ii) the total number of new Eden Shares to be issued pursuant to the exercise of the ESOS Options shall not in aggregate exceed 15% of the total number of issued Shares in Eden (excluding treasury shares, if any) at any point in time during the ESOS period;
- (iii) not more than 10% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company; and
- (iv) the allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guideline issued by Bursa Securities, as amended from time to time.

THAT at any one time during the duration of the Proposed ESOS, not more than 80% of the total number of ESOS Options available under the Proposed ESOS could be allocated, in aggregate to the directors and senior management of Eden Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to allot and issue the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS."

By Order of the Board

Chua Siew Chuan (SSM Practicing Certificate No. 201908002648) (MAICSA 0777689)
Yeow Sze Min (SSM Practicing Certificate No. 201908003120) (MAICSA 7065735)

Joint Company Secretaries

Petaling Jaya
9 January 2025

Notes:

- (i) The EGM will be conducted on a virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting ("**RPV**") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal's platform at <https://sshsb.net.my/>. Please read carefully and follow the procedures provided in the Administrative Guide to register, participate and vote remotely via the RPV facilities.

- (ii) The Broadcast Venue, which is the main venue of the EGM, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 77 of the Company's Constitution, which require the Chairman to be present at the main venue of the EGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Broadcast Venue on the day of the EGM.
- (iii) With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors, or Management) and vote at the EGM. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded by the Chairman, Board of Directors and/or Management during the EGM if time permits or by email after the EGM.
- (iv) In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 January 2025 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
- (v) A member entitled to attend and vote at the EGM, shall be entitled to appoint more than 1 proxy to attend, participate, speak, and vote instead of the member at the EGM. A proxy needs not be a Member of the Company. 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 attend, participate, speak, and vote at the EGM and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (vi) Where a member appoints more than 1 proxy, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (vii) Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in 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.
- (viii) 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 seal or under the hand of an officer or attorney duly authorised.
- (ix) The instrument appointing a proxy must be deposited at SS E Solutions Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan **not less than 48 hours** before the time for holding the EGM or at any adjournment thereof or submit electronically via Securities Services e-Portal at <https://sshsb.net.my/> before the Form of Proxy submission cut-off time as mentioned above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide.
- (x) Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the EGM or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.