

**BERJAYA CORPORATION BERHAD**  
[Registration No. 200101019033 (554790-X)]  
(Incorporated in Malaysia)

An Extract of Minutes of the Extraordinary General Meeting of the Company held at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 1 July 2020 at 10.00 a.m.

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CHAIRMAN: Tan Sri Dato' Seri Vincent Tan Chee Yioun presided as Chairman of the Meeting.

PRESENT: As per Appendix "I" attached

IN ATTENDANCE: Tham Lai Heng Michelle (Secretary)

QUORUM: The Secretary confirmed that a quorum was present for the Meeting.

NOTICE OF MEETING: The Notice of Extraordinary General Meeting ("EGM") as contained in the Circular to Shareholders dated 4 June 2020 was taken as read by the Secretary.

Before the meeting proceeded, Tan Sri Chairman, on behalf of the Board of Directors ("Board") of Berjaya Corporation Berhad ("BCorp" or "Company"), welcomed the shareholders, proxy holders and invited guests to the EGM which is conducted via live streaming and online voting using Remote Participation and Voting Facility in accordance with Section 237 of the Companies Act 2016.

**POLL VOTING**

Tan Sri Chairman informed that the voting for the resolution today to be considered at the Meeting would be put to vote by poll pursuant to Paragraph 8.29A (1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Tan Sri Chairman further informed that the polling will be conducted electronically via the Remote Participation and Voting Facility ("RPV") provided by the Poll Administrator, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") and voting session shall commence from 10.00 a.m. today until his announcement of the end of the voting session.

The Poll Administrator, Tricor would brief the shareholders on the voting process upon completion of the deliberation of all the Agenda to be transacted at the meeting while the Independent Scrutineers, Messrs LT Lim & Associates PLT ("LT Lim"), would verify and announce the poll results at the end of the Meeting.

Tan Sri Chairman begins with the item as set out on the Agenda which is to seek shareholders' ratification for the disposal of the hotel component of Four Seasons Hotel & Hotel Residences Kyoto in Japan ("Hotel") for a total cash consideration of JPY50.79 billion (equivalent to appropriately RM2.06 billion), being the sale consideration of JPY49.00 billion (equivalent to approximately RM1.99 billion) plus the building consumption tax of JPY1.79 billion (equivalent to approximately RM72.52 million) due to the tax authority of Japan and the subsequent leaseback of the Hotel ("Ratification of Transaction").

## **RATIFICATION OF TRANSACTION**

Tan Sri Chairman invited Mr Anthony Koh, the principal adviser from Maybank Investment Bank Berhad, to present and brief the members on the Ratification of Transaction which was summarised in a slide presentation covering the following:-

- a) Transaction Overview;
- b) Terms of the Leaseback;
- c) Information on the Hotel;
- d) Basis and Justification;
- e) Rationale for the Transaction;
- f) Proforma Effects of the Transaction.

The details of the presentation were set out in Appendix “II” annexed herewith.

After the presentation by Mr Anthony Koh, Tan Sri Chairman thanked Mr Anthony Koh for his presentation on the Ratification of Transaction and Mr Ernest Lau Lub Ding, the Chief Financial Officer (“CFO”) of the Company, was then invited to present to the members on the Company’s responses as per Appendix “III” in relation to the queries raised by the Minority Shareholder Watch Group (“MSWG”) vide its letter dated 26 June 2020.

After the presentation of MSWG’s questions, the CFO then replied to the questions submitted to the Company prior to this EGM as per Appendix “IV”. Several shareholders and proxies submitted online some comments and raised questions in real time on various issues which were duly addressed by Tan Sri Chairman and the CFO. A summary of the questions raised and replies thereto were set out in Appendix “V”.

As there were no other resolutions to be considered, Tan Sri Chairman then invited the Poll Administrator, Tricor, to explain the procedures on the conduct of poll voting.

Tan Sri Chairman then declared that the Meeting be adjourned for the Poll Administrator and the Independent Scrutineers to count and tabulate the poll results respectively.

### **Announcement of Poll Results**

After the votes had been counted and verified by the Independent Scrutineers, Tan Sri Chairman resumed the Meeting at 11.10 a.m. and called the Meeting to order for the declaration of the poll results. The representative of Messrs LT Lim, Mr Han Meng Chew reported the results of the poll as follows:-

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Ratification of Transaction	2,823,102,636	99.9962	106,988	0.0038	2,823,209,624	100.00

Based on the poll results, Tan Sri Chairman declared that the following ordinary resolution was carried:-

**RATIFICATION OF THE DISPOSAL OF THE HOTEL COMPONENT OF FOUR SEASONS HOTEL & HOTEL RESIDENCES KYOTO IN JAPAN (“HOTEL”) FOR A TOTAL CASH CONSIDERATION OF JPY50.79 BILLION (EQUIVALENT TO APPROXIMATELY RM2.06 BILLION), BEING THE SALE CONSIDERATION OF JPY49.00 BILLION (EQUIVALENT TO APPROXIMATELY RM1.99 BILLION) PLUS THE BUILDING CONSUMPTION TAX OF JPY1.79 BILLION (EQUIVALENT TO APPROXIMATELY RM72.52 MILLION) DUE TO THE TAX AUTHORITY OF JAPAN AND THE SUBSEQUENT LEASEBACK OF THE HOTEL (“TRANSACTION”) (“RATIFICATION”)**

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“THAT all previous actions taken by the Board of Directors of the Company (“Board”) in connection with the Transaction, including the execution of the Real Property Trust Beneficial Interest Purchase and Sale Agreement dated 28 February 2020 (“SPA”) pertaining to the disposal of the Hotel, the Amended and Restated Fixed Term Building Lease Agreement dated 10 March 2020 (“Lease Agreement”) for the leaseback of the Hotel, and other relevant agreements in relation to the Transaction, details of which are set out in the circular to the shareholders of the Company dated 4 June 2020, be and are hereby approved, ratified and confirmed.

THAT all acts, deeds and things carried out by the Company and/or by its Directors and/or such other persons as authorised by its Directors, as the Board has considered necessary under or pursuant to the terms of the SPA and the Lease Agreement, be and are hereby approved, ratified and confirmed.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interests of the Company with full power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Ratification.”

**CONCLUSION**

Tan Sri Chairman concluded the business and declared the Meeting closed at 11.30 a.m.

Confirmed,

CHAIRMAN

Dated: 10 July 2020

**ATTENDANCE LIST FOR EXTRAORDINARY GENERAL MEETING  
BERJAYA CORPORATION BERHAD HELD ON 1 JULY 2020**

**Directors**

1)	Tan Sri Dato' Seri Vincent Tan Chee Yioun	Chairman
2)	Dato' Sri Robin Tan Yeong Ching	Chief Executive Officer
3)	Vivienne Cheng Chi Fan	Executive Director
4)	Dato' Sri Azlan Meah Bin Haji Ahmed Meah	Executive Director
5)	Dato' Zurainah Binti Musa	Executive Director
6)	Nerine Tan Sheik Ping	Executive Director
7)	Chan Kien Sing	Non-Executive Non-Independent Director
8)	Datuk Robert Yong Kuen Loke	Independent Director
9)	Dr Jayanthi Naidu G. Danasamy	Independent Director
10)	Penelope Gan Paik Ling	Independent Director

**In Attendance**

1)	Tham Lai Heng Michelle	} Company Secretaries
2)	Soh Ley Moi	

**Management Team and By Invitation**

	Name	Representative from
1)	Tan Thiam Chai	Financial Advisor, Berjaya Corporation Berhad
2)	Ernest Lau Lub Ding Hen Jong Ren	Chief Financial Officer, Berjaya Corporation Berhad
3)	Foo Toon Kee	Group Hotels & Resorts
4)	Loh Paik Yoong	Group Investment
5)	Chong Tsuey Yann	Group Investment
6)	Serene Siah Swee Ling	Group Investment
7)	Schani Anthony Koh Chin Kiat	Maybank Investment Bank Berhad
8)	Hidayah Bt Hassan	Maybank Investment Bank Berhad
9)	Wong Tat Chung	Wong Beh & Toh
10)	Han Meng Chew	Messrs LT Lim @ Associates PLT, Independent Scrutineers

**Members, Proxies and Corporate Representatives**

As per the attendance records of Tricor.



**BERJAYA**  
**BERJAYA CORPORATION BERHAD**

(Registration No. 200101019033 (554790-X))  
(Incorporated in Malaysia)

## Extraordinary General Meeting

RATIFICATION OF THE DISPOSAL OF THE HOTEL COMPONENT OF FOUR SEASONS HOTEL & HOTEL RESIDENCES KYOTO IN JAPAN (“HOTEL”) AND THE SUBSEQUENT LEASEBACK OF THE HOTEL (“TRANSACTION”)

*Principal Adviser*



**Maybank Investment Bank Berhad**  
(Co. Reg. No.: 197301002412)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

1 July 2020

# TRANSACTION OVERVIEW

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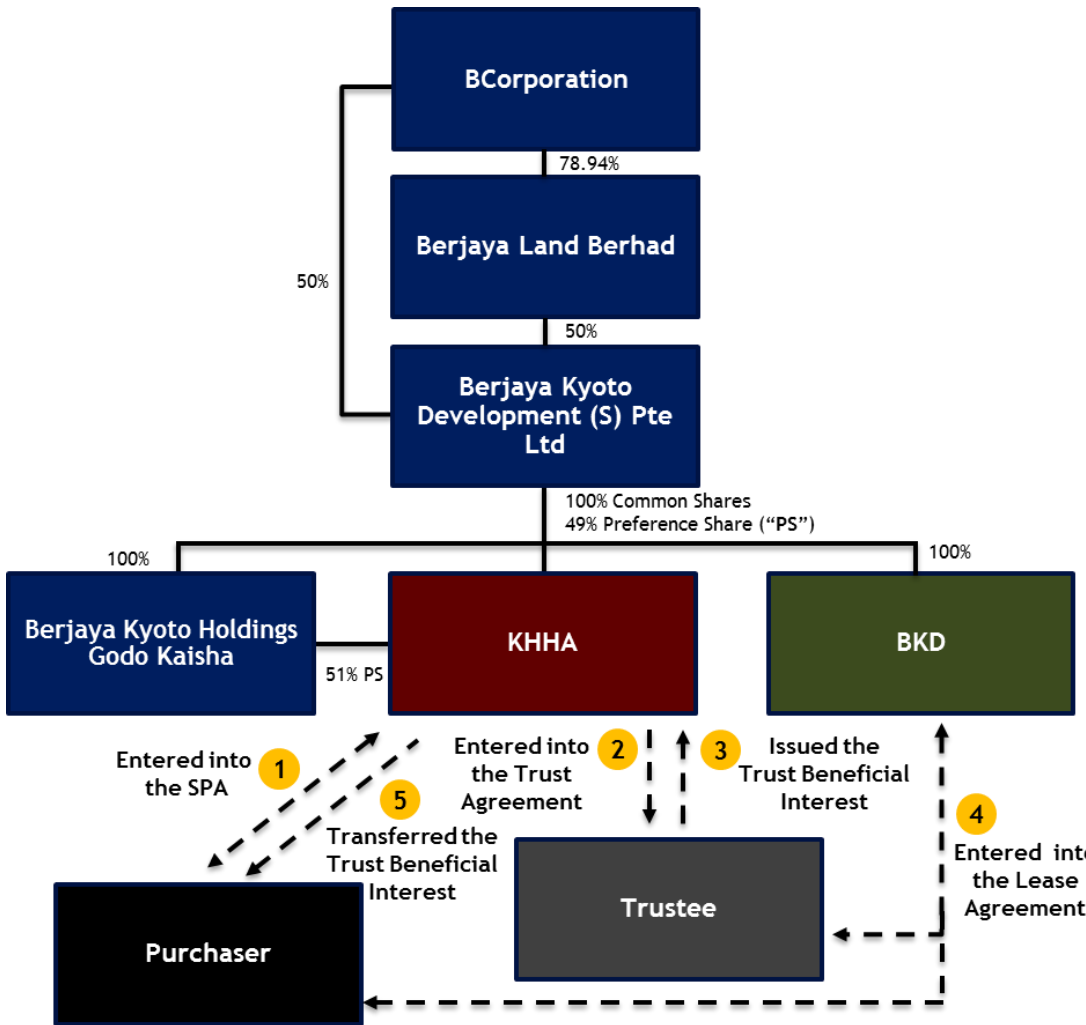
## Disposal

Disposal by Kyoto Higashiyama Hospitality Assets Tokutei Mokuteki Kaisha (“KHHA”), a subsidiary of Berjaya Corporation Berhad (“BCorporation”), of the trust beneficial interest in the Hotel (“Trust Beneficial Interest”) to Godo Kaisha Tigre (“Purchaser”) for a cash consideration of JPY50.79 billion, comprising JPY49.00 billion and building consumption tax of JPY1.79 billion due to the tax authority of Japan

## Leaseback

Subsequent leaseback of the Hotel by Berjaya Kyoto Development Kabushiki Kaisha (“BKD” or “Lessee”), a subsidiary of BCorporation, from the trustee of the Purchaser, namely Mitsubishi UFJ Trust and Banking Corporation (“Trustee” or “Lessor”) and the Purchaser for a lease period of about 17 years at an annual rental rate to be computed based on formulas set out in slide 4 of this presentation

# TRANSACTION OVERVIEW (Cont'd)



On 28 February 2020

- 1 KHHA entered into a Real Property Trust Beneficial Interest Purchase and Sale Agreement ("SPA") with the Purchaser for the Disposal.

On 10 March 2020

- 2 KHHA entered into a Trust Agreement with the Trustee to entrust the Hotel for the creation of the Trust Beneficial Interest.
- 3 The Trustee issued the Trust Beneficial Interest certificate to KHHA.
- 4 BKD entered into an Amended and Restated Fixed Term Building Lease Agreement ("Lease Agreement") with the Trustee and the Purchaser for the Leaseback.
- 5 KHHA transferred the Trust Beneficial Interest to the Purchaser.

The Disposal was then completed and the Leaseback took effect.

# TRANSACTION OVERVIEW (*Cont'd*)

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To facilitate the Transaction, BCorporation and its subsidiaries (“BCorporation Group”) had also entered into the following agreements:

- i. Letter of Pledge with the Trustee, the Purchaser and the asset manager of the Purchaser to set out the responsibilities and obligations of BKD and BCorporation with regards to certain matters relating to the Lease Agreement, the NDA (as defined below) and the hotel agreements entered between BKD and Four Seasons (“**Hotel Agreements**”); and
- ii. Non-Disturbance and Attornment Agreement and Guarantee (“**NDA**”) with the Trustee, the Purchaser, the asset manager of the Purchaser and Four Seasons to ensure that the rights, duties and expertise of Four Seasons will continue in accordance with the terms of the Hotel Agreements after the Disposal.



# TERMS OF THE LEASEBACK

Commencement of the Leaseback	From 10 March 2020 (“Effective Date”) and expiring on 31 December 2036 (“Expiry Date”)
Expiry	The Leaseback cannot be renewed on or before the Expiry Date.
Rental payment	<p>The Lessee shall pay rental in arrears to the Lessor in JPY in the following manner:</p> <p>From the Effective Date to 31 December 2029 : a) a minimum rent computed using the following formula divided by 4 (“Minimum Rent”) on a quarterly basis based on a calculation period of 3 months each:</p> <p style="margin-left: 40px;">Minimum Rent = (A x B) + C</p> <p style="margin-left: 40px;">A = JPY49 billion, being the sale consideration</p> <p style="margin-left: 40px;">B = 3.25% for the period from the Effective Date until 31 December 2022, and 3.5% for the period from 1 January 2023 until 30 December 2036</p> <p style="margin-left: 40px;">C = JPY160 million</p> <p style="margin-left: 40px;">and</p> <p style="margin-left: 40px;">b) 50% of the amount annually (if any) by which the excess of earnings before interest, taxes, depreciation and amortization of the Hotel (“EBITDA”) exceeds the amount of the Minimum Rent (“Excess EBITDA”).</p> <p>From 1 January 2030 to 30 December 2036 : a) the lesser of the EBITDA for the relevant 3 months period and the Minimum Rent; and</p> <p style="margin-left: 40px;">b) the Excess EBITDA.</p>

# INFORMATION ON THE HOTEL

The Hotel comprises the following:

- i. a 5-storey 5-star rated hotel with 2 basement floors and 123 units of hotel guest rooms;
- ii. the land with respect to the hotel with 123 units of hotel guest rooms based on strata title ratio;
- iii. the land lease right held by KHHA in relation to a small piece of land measuring approximately 82 sqm which is leased from a third party, namely Toyokuni Shrine, which is necessary for the operation of the Hotel;
- iv. facilities including amongst others, wedding chapel, wedding showroom, ballrooms, gym studios, spa boutique, beauty salon, meeting rooms, restaurants, lounges, carpark bays, indoor swimming pool, barber shop, flower shop and, laundry and dry-cleaning services; and
- v. furniture, fixtures, equipment and other assets used in the operation of the Hotel.



# BASIS AND JUSTIFICATION

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## Disposal - sale consideration of JPY49.00 billion

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- market value of the Hotel of JPY43.80 billion as ascribed by Messrs Colliers International Consultancy & Valuation (Singapore) Pte Ltd, being the independent valuer for the Hotel
- audited net book value of the Hotel as at 30 June 2019 of JPY23.45 billion
- original cost of investment for the Hotel of JPY26.11 billion

The sale consideration represents a premium of about 11.87% over the market value of the Hotel and a premium of about 108.96% over the audited net book value of the Hotel as at 30 June 2019.

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## Leaseback - annual rental rate under the Lease Agreement

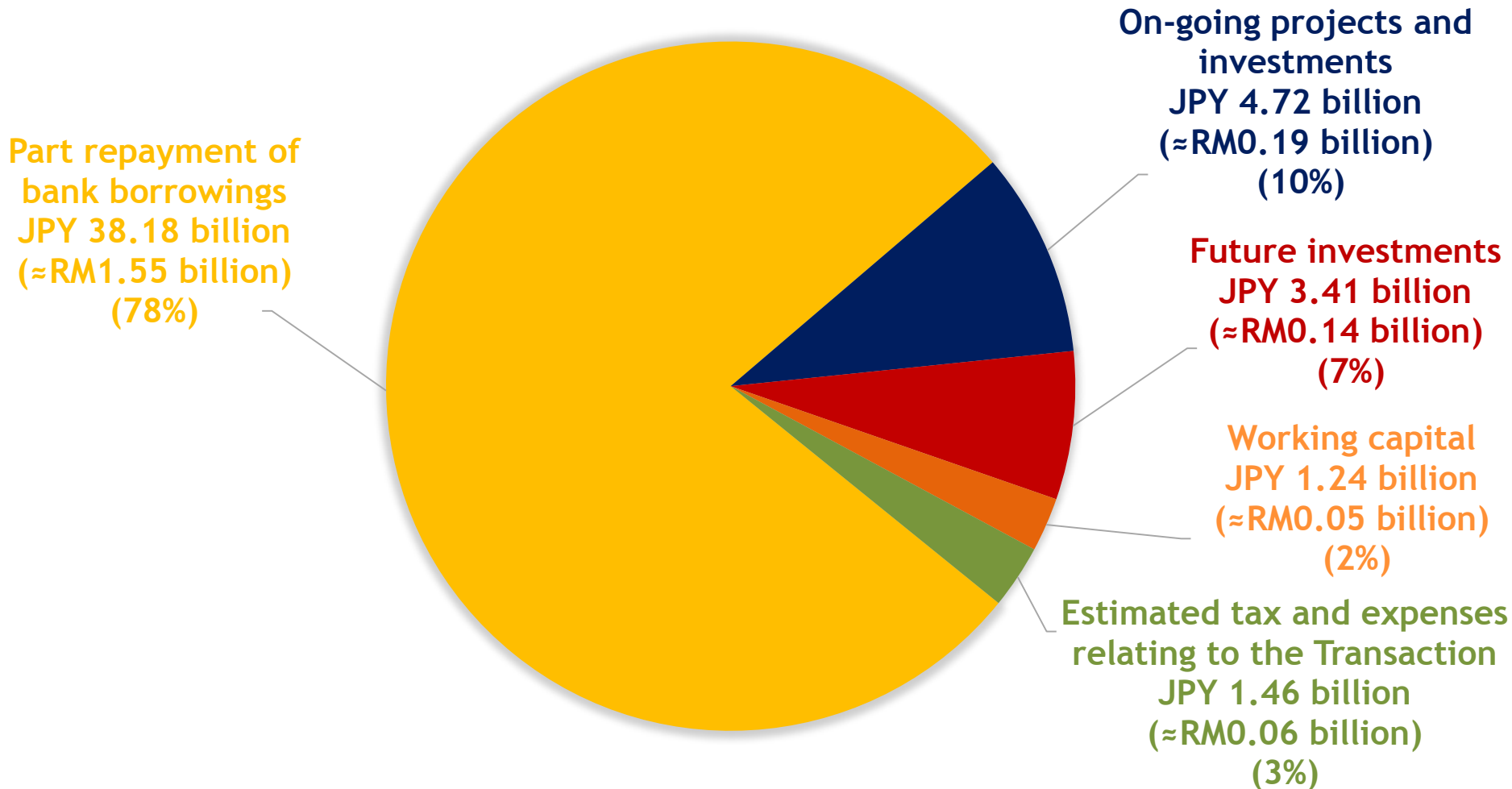
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Taking into account:

- the sale consideration of JPY49.00 billion
  - the Purchaser's expected rate of return
  - the actual financial performance of the Hotel
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# USE OF PROCEEDS

Total Cash Proceeds of JPY49.00 billion ( $\approx$ RM1.99 billion)



# RATIONALE FOR THE TRANSACTION

## Disposal

✓ Unlock the value of the Hotel

- An opportunity for the BCorporation Group to monetise its investments in the Hotel at an attractive price
- Realise a gain on disposal of about JPY16.03 billion (≈RM0.65 billion)

✓ Strengthen financial position

- Pare down the Group's bank borrowings which will result in:
  - ✓ Estimated interest savings of RM57.79 million per annum; and
  - ✓ Decrease of the Group's gearing from 0.98x to 0.69x
- Unlock capital resources that are tied up in long term assets, thus improving the cash position of the BCorporation Group and providing the BCorporation Group with financial flexibility for its operations and future investments as and when they arise

## Leaseback

✓ No interruption to the Hotel operations

- To ensure that there will be no interruption to the existing operations of the Hotel which is managed by BKD

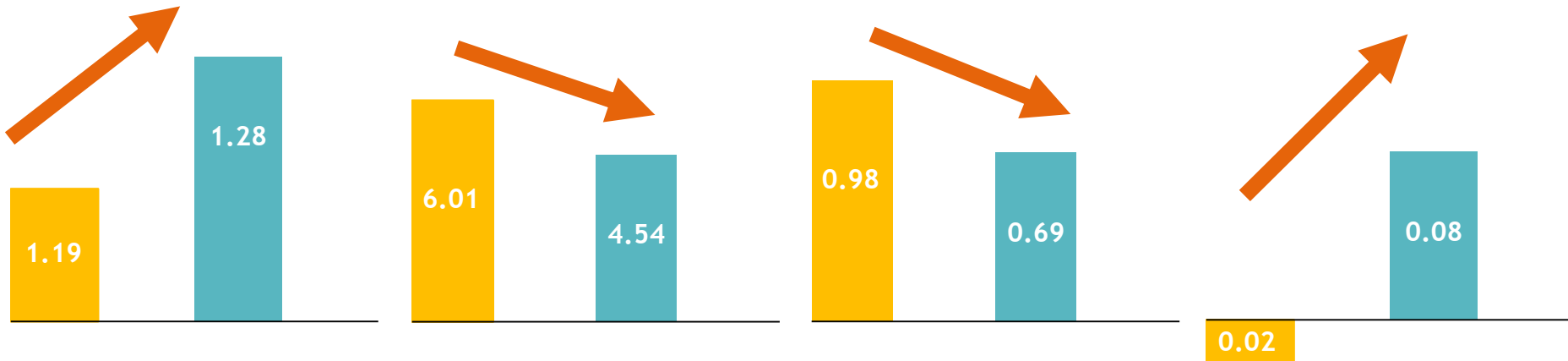
# PROFORMA EFFECTS OF THE TRANSACTION

Net Assets per  
BCorporation Share  
(RM)

Total Borrowings  
(RM' billion)

Gearing Ratio  
(times)

(Loss)/Earnings per  
BCorporation Share  
(RM)



■ Audited as at/financial  
period ended 30 June 2019

■ Post Transaction

**Thank You**



EXTRAORDINARY GENERAL MEETING OF BERJAYA CORPORATION BERHAD (“BCORPORATION”) ON 1 JULY 2020

- REPLY TO QUESTIONS RAISED BY MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”) ON 26 JUNE 2020 PERTAINING TO THE RATIFICATION OF THE DISPOSAL OF THE HOTEL COMPONENT OF FOUR SEASONS HOTEL & HOTEL RESIDENCES KYOTO IN JAPAN (“HOTEL”) AND THE SUBSEQUENT LEASEBACK OF THE HOTEL (“RATIFICATION”)

*(Unless stated otherwise, all capitalised terms used in this document shall have the same meanings as those used in the circular to shareholders of BCORPORATION dated 4 June 2020 in relation to the Ratification (“Circular”))*

- Q1: Berjaya Kyoto Development Kabushiki Kaisha (“BKD”) had subsequently leased back the hotel component of Four Seasons Hotel & Hotel Residences Kyoto in Japan (“Hotel”) from the Trustee and the Purchaser for a lease period of about 17 years up to the 31 December 2036 (“Expiry Date”) at an annual rental rate to be computed based on formulas set out in Section 1(iii) of Appendix II of the Circular (page 2 of the Circular).  
What is the total estimated minimum lease payments to be paid to the Lessor for the period of about 17 years up to the Expiry Date?
- R1: The total estimated minimum lease payment is for a period of the first 10 years only and it is approximately JPY18.050 billion (or about RM731.24 million).  
The lease payment for the subsequent 7 years is subject to the Hotel’s operating performance, where the rent is based on the lesser of the Hotel’s Earnings Before Interest, Depreciation and Amortisation (“EBIDA”) and JPY1.875 billion (about RM75.96 million) per year.
- Q2: The number of hotel guests in the Hotel has been declining significantly since February 2020 with the decline in the visitation of international visitors as well as the demand for accommodation and banquets among the locals (page 7 of the Circular).
- (a) What is the latest situation in relation to the operations of the Hotel?
- R2(a): The Hotel operation is severely affected as a result of the Japanese Government’s declaration of the state of emergency since 7 April 2020. The Hotel management is concerned about the risk of COVID-19 infecting the Hotel’s guests and employees, and decided to temporarily suspend the Hotel operation from 10 May 2020 to 30 June 2020. To mitigate the impact of the COVID-19 pandemic on the operations of the Hotel, the Hotel management has sought subsidy from the Japanese Government for employee wages, suspend less urgent expenses and defer incurring capital expenditures to conserve the cash flow of the Hotel as well as reviewing and streamlining the operations for higher operational efficiency. Lately, the hotel room reservation has shown gradual recovery, albeit at a slow pace.



**BERJAYA CORPORATION BERHAD**

Reply to questions raised by MSWG on 26 June 2020

(b) What was the Hotel occupancy rate for February 2020 and the current occupancy rate?

R2(b): The occupancy rates of the Hotel for February, March and April 2020 are 18.5%, 5.5% and 1% respectively.

(c) The significant reduction of the occupancy rate of the Hotel has adversely impacted the performance of the Hotel and in turn affected the profitability of the hotels and resorts business segment of the BCorporation Group (page 7 of the Circular). What will be the total amount of lease payment to be paid as at 30 June 2020? How will BKD fund the said lease payment?

R2(c): The total lease payment from 10 March 2020 to 30 June 2020 amounted to JPY544.0 million (about RM22.04 million) and the said lease payment is funded by the internal generated funds of BKD and advances from the holding company.

(d) Given the on-going Covid-19 pandemic, and that the hotel business has been badly affected, will BKD be able to meet its lease payment obligations for the next 12 months? How long can BKD sustain the lease payments on its own before it requires financial assistance from BCorporation?

R2(d): Unless the Japanese Government opens up its border to international travellers, the Hotel can only rely on the domestic market. The unprecedented pandemic is expected by the Hotel management to affect the Hotel's performance until the last quarter of year 2020. During this recovery period, BKD will rely on its holding company for financial assistance to meet its lease rental obligations and other liabilities.

**REPLY TO QUERIES FROM MR LEE SOON SHENG, A SHAREHOLDER OF BCORPORATION**

*(Reply has been emailed to him on 29 June 2020)*

**Q1.** Refer circular the building consumption tax of **JPY1.79 billion** and page (6) the estimated tax and expenses relating to the transaction: **JPY 1.45992 billion**. So, the sale consideration being **JPY (50.79-1.79) = 49 billion** or **JPY (50.79 – 1.46) = 49.33 billion**?

The building consumption tax of JPY1.79 billion and the estimated tax and expenses relating to the Transaction of JPY1.46 billion are two different payments. The building consumption tax is a tax payable and borne by the Purchaser. The estimated tax and expenses relating to the Transactions as stated in page 6 of the Circular are the estimated withholding tax to be paid by KHHA, the seller of the Hotel for the dividends to be declared by KHHA as well as expenses relating to the Transactions such as professional fees, fees payable to the relevant authorities and EGM expenses.

The JPY50.79 billion is the total consideration paid by the Purchaser. Out of this JPY50.79 billion, JPY49 billion is the sale consideration paid to KHHA while the building consumption tax of JPY1.79 billion is payable to the relevant tax authority in Japan.

**Q2.** What will be the actual gain on disposal versus estimated gain on disposal of JPY16.03 billion (equivalent to approximately **RM649.41 million**)?

The actual gain realised on disposal was RM662 million as reported in BCorporation's latest quarterly announcement.

Refer to Bland quarterly report ended 31st March 2020: The Group reported a pre-tax profit of RM232.68 million in the current quarter under review, mainly contributed by the higher share of profit from its associated company, namely Berjaya Kyoto Development (S) Pte Ltd group, ("BKyoto") amounting to approximately **RM224 million**. BKyoto reported a substantial gain arising from the disposal of the trust beneficial interest on the hotel component of the Four Seasons Hotel & Hotel Residences Kyoto, Japan.

**Q3.** With share of profit **RM224 million** (for 50% equity) that work out gain on disposal of **RM448 million**. Why so much different with estimate gain on disposal of **RM649.41 million** in this circular?

The share of profit from BKyoto recorded by Bland includes adjustment other than the gain on disposal of the Hotel. The adjustment is a reversal of the remeasurement gain on BKyoto, which was initially recognised by Bland in financial year ended 30 April 2016. The accounting standard requires the remaining interest (after the deemed disposal of 50%) in an associate to be re-measured. Resulting from the re-measurement done by Bland then, it recognised a gain as the Hotel was valued to be higher than the carrying value in the books of Bland. Consequently, the fair value gain was allocated to the Hotel as an increase of its carrying value. When the Hotel is now disposed, Bland is required to reverse this carrying value.

However, at the BCorporation level, there is no need to recognise the remeasurement gain that was reported by Bland then because the deemed disposal was to BCorporation. In other words, it's an intra-group transaction, i.e. within BCorporation group. The accounting standards stipulate that such intra-group gains should not be recognised. The consolidated gain reported by BCorporation is a gain without any adjustment for previous remeasurement

gains. Therefore, the share of profit from BKyoto reported by BLand cannot equate to 50% of the gain reported by BCorporation, due to the aforesaid intra-group transaction and the remeasurement gain recognised by BLand in financial year ended 30 April 2016.

**Q4.** To repay bank borrowing BCorporation Group\* (excluding BLand and its subsidiaries (“**BLand Group**”)): JPY30,068 million equivalents to **RM1,218 million**: Of this amount how much were loans taken by KHHA and BCorp?

The repayment of bank borrowings of KHHA and BCorporation are about RM970 million and RM248 million, respectively.

**Q5.** Is the sale consideration of **JPY50.79 billion** will be first use to repay loans taken by KHHA and the gain of disposal after payment of withholding tax for the dividends to be declared by KHHA to BCorporation and BLand at 50% equity interest each?

As clarified in question 1 above, the sale consideration of the Hotel is JPY49 billion. Out of the JPY49 billion sale proceeds, KHHA has utilised JPY23.95 billion (about RM970 million) to repay its bank borrowings earlier obtained for the development of the Hotel. Balance of the cash proceeds will be kept for BKyoto’s group of companies’ operating expenses as well as declaration of dividends to BCorporation and BLand based on their respective shareholdings in BKyoto.

**Q6.** Will BOD of BCorp and BLand after receiving the gain of disposal in the form of dividend to be declared by KHHA, pay out some of this dividend received as dividend to BCorp and BLand shareholders?

The Board of BCorporation will consider declaring dividends after taking into account the financial position, operating performance going forward particularly the impact of the COVID-19 outbreak and the MCO, financial commitments and solvency status of the BCorporation Group. The Board of BLand will also have the same considerations as it is their fiduciary duty to do so.

No.	Shareholders/Proxies
<p>Name</p> <p>Question</p> <p>Answer</p>	<p>Pang Chin Hong (NRIC No. 781122-04-5333)</p> <p>BCorp shares are trading at a deep discount of less than 0.20x P/B. What would the company do to unlock shareholder value? The Company has been buying back shares up to date around 6.5% of the total shares outstanding. How much more would BCorp continue to buy back?</p> <p>Tan Sri Chairman explained that the share buyback is to enhance the shareholders' value as BCorp shares is undervalue. BCorp can buy back up to 10% of its total number of issued shares. He further explained that BCorp would continue to do share buyback subject to the Company's cash flow position and financial commitment.</p>
<p>Name</p> <p>Question</p> <p>Answer</p>	<p>Wong Sai Hoe (NRIC No. 990824-08-6341)</p> <p>What are the future plan for BCorp to increase BCorp's revenue and the profit margin of BCorp?</p> <p>Tan Sri Chairman informed that BCorp Group is a diversified group. Many of the businesses have been badly affected by the Covid-19 pandemic namely the Hotels sector, retail, food and beverages businesses. BCorp Group is taking a lot of measures to mitigate the losses due to the impact of Covid-19 pandemic.</p> <p>Going forward, BCorp Group is looking for opportunities to invest in other areas of businesses so as to generate more revenue.</p> <p>BCorp Group is currently planning to expand its environmental business ie. sanitary landfill business to the Philippines and few other states in Malaysia.</p> <p>The Company's sanitary landfill business was operated under KUB-Berjaya Enviro Sdn Bhd ("KBE"). Recently Berjaya Group Berhad, a wholly-owned subsidiary of BCorp, has bought back 40% of KBE interest to make KBE a wholly owned subsidiary. However, the Group intends to invite a Bumiputra investor to take up a 30% stake in KBE. This business will increase the revenue and profit for the Group.</p> <p>Apart from that, BCorp Group has other ventures in Japan. Recently, the Company has successfully tendered a piece of land for a development project in Yokohama, Japan. It is believed that the development project in Yokohama will perform well as Yokohama is the second largest city in Japan by population and it is about half an hour travel from Tokyo to Yokohama. There are many Japanese who stay in Yokohama but work in Tokyo.</p> <p>In Okinawa, BCorp Group has a development project.</p> <p>BCorp Group is working closely with the management of Four Seasons Hotel group for any potential investment opportunities in Japan.</p>
<p>Name</p> <p>Question</p> <p>Answer</p>	<p>Tan Kong Huat @ Tan Kong Yam (NRIC No. 550514-10-5413)</p> <p>How much does it cost to conduct the RPV EGM ?</p> <p>The CFO informed that the estimated cost of conducting the virtual EGM is about RM80,000.</p>

No.	Shareholders/Proxies
Name	Stephen Lye Tuck Meng (NRIC No. 670803-10-6021)
Question	In view of the Pandemic and since the company has been badly affected by the MCO, in which earnings are expected to be depressed, is the BOD going to lay off staff and/or cut salaries?
Answer	<p>Tan Sri Chairman informed that BCorp Group has implemented austerity measures by cutting salary for all employees with combined monthly basic salary of RM6,000.00 and above. Employees with higher monthly salary will get higher reduction on their salary.</p> <p>Berjaya Hotels and Resorts businesses have been adversely affected by Covid-19 pandemic and in view thereof, BCorp Group had to lay off some of the staffs and offer compensation for the staffs.</p> <p>Tan Sri Chairman further informed that Berjaya Tioman Resort has temporarily closed its business operation and BCorp Group had offered RM8.0 million as compensation to lay off the staffs. The staffs are satisfied with the Company arrangement. By temporarily closing Berjaya Tioman Resort, the cost of lay-off amounting to RM8.0 million would be recovered within the timeframe of 7 to 8 months' time.</p> <p>Moving forward, BCorp Group is planning to re-strategise Tioman Island by developing its 200 acres land in Tioman Island so as to maximise the value of the land. There is a good prospect in Tioman Island as the Group is making a proposal to the State Government to build an International Airport. With this, it is able to boost the tourism industry in Tioman Island.</p> <p>Tan Sri Chairman cited that Berjaya Langkawi Resort was more successful partly due to the availability of an International Airport.</p> <p>He further cited that BCorp Group is still studying other business opportunities as well as implementing more cost cutting measures, where necessary, so as to reduce expenses to a more manageable level for BCorp Group.</p>
Name	Pang Chin Hong (NRIC No. 781122-04-5333)
Question	With so much impact on BCorp's balance sheet due to COVID-19, BCorp should consider digitalisation seriously given the stronghold of the company business largely in brick and mortar. I would like to see BCorp diversify its business model towards more high-tech and digital aspects. Can you comment?
Answer	<p>Tan Sri Chairman informed that management is studying some of its business models which can be operated online and more efficient and effective in handling the situation of Covid-19 pandemic.</p> <p>Tan Sri Chairman further informed that BCorp Group have already been involved in digitalisation business namely, Redtone International Berhad, a telecommunication and digital company. Some of the business retail are looking into doing more online business and close down physical outlet to reduce losses.</p>
Name	Pang Chin Hong (NRIC No. 781122-04-5333)
Question	With the windfall gains and cash inflow from various divestment and lawsuit wins at Berjaya Land, how would BCorp group of companies make full use of the cash?

No.	Shareholders/Proxies
Answer	<p>Tan Sri Chairman informed that BCorp Group will use the money to pay down its borrowings so as to reduce interest costs.</p> <p>In this challenging time, BCorp Group is looking for any possible opportunities to divest its overseas assets in order to improve the liquidity of BCorp Group.</p>
<p>At this juncture, the CFO informed that there were shareholders seeking for extension of validity of the vouchers granted at the previous 2019 AGM. To this, the CFO informed that the Board have agreed to extend the validity of the vouchers as follows:-</p> <ul style="list-style-type: none"> <li>i) For Kenny Rogers Roasters (“KRR”) , the vouchers which had expired on 30 April 2020 has been extended to 31 July 2020; and</li> <li>ii) For Complimentary Hotel voucher which had expired on 30 April 2020 has been extended to 30 September 2020.</li> </ul>	
<p>The CFO further informed that the Board of Directors of the Company have agreed to grant an e-voucher to the Shareholders of the Company who have registered for today’s EGM.</p> <p>BLoyalty Sdn Bhd, a subsidiary of the Company will liaise with the registered Shareholders and explain how to download the e-wallet application via BInfinite to claim for their e-voucher.</p>	