



Central Global Berhad

[Registration No.: 201801036114 (1298143-T)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Central Global Berhad (“**CGB**” or “**Company**”) will be conducted on a fully virtual basis at the Broadcast Venue at A5-06 Block A, Plaza DwiTasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur on **Tuesday, 21 June 2022 at 10:30 a.m.** or immediately after the conclusion or adjournment (as the case may be) of the Third Annual General Meeting of the Company which will be held at the same broadcast venue and on the same day at 10:00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution below with or without modification:

ORDINARY RESOLUTION 1

PROPOSED FREE WARRANTS ISSUE UP TO 65,403,155 FREE WARRANTS (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING SHARES HELD BY THE SHAREHOLDERS OF CGB WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED FREE WARRANTS ISSUE”)

THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of CGB (“**Board**”) to issue up to 65,403,155 Warrants on the basis of 1 Warrant for every 2 existing Shares held by the shareholders of CGB whose names appear on the record of depositors of the Company on an entitlement date to be determined later;

THAT the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants (“**Deed Poll**”) 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;

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

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new CGB Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

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

THAT the new CGB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing CGB Shares, save and except that the holders of the new CGB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new CGB Shares arising from the exercise of the Warrants;

THAT the Board be and is hereby authorised to utilise the proceeds raised from the exercise of the Warrants for such purpose and in such manner as set out in **Section 4.1** of the circular, 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, subject (if required) to the approval of the relevant authorities and in the best interest of the Company;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate, and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Free Warrants Issue, with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 39,241,800 NEW ORDINARY SHARES IN CGB (“SHARES”) (“PLACEMENT SHARES”), REPRESENTING NOT MORE THAN 30% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED PRIVATE PLACEMENT”)

“THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue up to 39,241,800 Placement Shares, representing not more than 30% of the enlarged total number of issued Shares (excluding treasury shares, if any) at an issue price to be determined later;

THAT any pre-emptive right to the Placement Shares that each shareholder of CGB may have pursuant to Companies Act 2016 and/or constitution of CGB be hereby waived;

THAT approval be and is hereby given to the Board to determine the issue price of the Placement Shares and at a discount of not more than 10% to the 5-day weighted average market price of CGB Shares immediately preceding the price-fixing date;

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing CGB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid by CGB prior to the date of allotment and issuance of the Placement Shares;

THAT the Board be and is hereby authorised to utilise the proceeds from the Proposed Private Placement for the purposes set out in **Section 4.2** of the circular and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of CGB, subject to the approvals of relevant authorities (where required) being obtained;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate, and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Private Placement, with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

By Order of the Board

Lim Seck Wah (MAICSA 0799845) (SSM Practising Certificate No. 202008000054)
Kong Mei Kee (MAICSA 7039391) (SSM Practising Certificate No. 202008002882)

Company Secretaries

Kuala Lumpur
7 June 2022

Notes:

- (i) *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 Meeting to be at the main venue. No shareholders / proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate the meeting will therefore have to register via the link <https://vps.megacorp.com.my/eD10hX>. Kindly refer to the annexure of the Administrative Guide for further information.*
- (ii) *Only depositors whose names appear in the Record of Depositors as at 14 June 2022 shall be entitled to attend the meeting or appoint a proxy to attend, speak and vote on his behalf. All voting will be conducted by way of poll.*

- (iii) *A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint up to two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.*
- (iv)
 - (a) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
 - (b) *Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- (v) *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its Common Seal or the hand of its attorney.*
- (vi) *Except for body corporate, you have the option to register directly at <https://vps.megacorp.com.my/eD10hX> to submit the proxy appointment electronically not later than 19 June 2022 at 10:30 a.m. Kindly refer to the annexure of the Administrative Details for further information.*
- (vii) *All Form of Proxy must be deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250, Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to EGM-support.CGB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*

Voting by Poll

Pursuant to Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, the resolution set out in this Notice are to be voted by poll.