



## 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 virtual basis at the Broadcast Venue at A5-06 Block A, Plaza DwiTasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur on **Wednesday, 30 March 2022** at **10.00 a.m.**, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution below with or without modification:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY CIC CONSTRUCTION SDN BHD ("CICC"), A WHOLLY OWNED SUBSIDIARY OF CGB, OF 70% EQUITY INTEREST IN RYRT INTERNATIONAL SDN BHD ("RYRT INTERNATIONAL") FROM RYRT HOLDINGS SDN BHD ("RYRT HOLDINGS" OR "VENDOR") FOR A PURCHASE CONSIDERATION OF RM30,100,000 TO BE SATISFIED WHOLLY BY ISSUANCE OF UP TO 28,942,308 NEW ORDINARY SHARES IN CGB ("CONSIDERATION SHARE(S)") AT AN ISSUE PRICE OF RM1.04 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION")**

"**THAT**, subject to 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 26 January 2022 ("**SPA**"), entered into between CICC and the Vendor, for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to CICC, to acquire 1,400,070 ordinary shares in RYRT International from the Vendor, representing 70% equity interest in RYRT International, for a purchase consideration of RM30,100,000 to be satisfied wholly by issuance of up to 28,942,308 new ordinary shares in CGB ("**Consideration Shares**") at an issue price of RM1.04 per Consideration Share, subject to the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular).

**THAT** approval be and is hereby given to the Board of Directors of CGB ("**Board**") to allot and issue the Consideration Shares to RYRT Holdings for the purpose of satisfying the purchase consideration for the Proposed Acquisition, subject to the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular).

**THAT** the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in CGB, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of the Consideration Shares.

**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 Acquisition and the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular), 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 Practicing Certificate No. 202008000054)  
Kong Mei Kee (MAICSA 7039391) (SSM Practicing Certificate No. 202008002882)

Company Secretaries

Kuala Lumpur  
16 March 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/BYJr5a>. 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 23 March 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) *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.