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## PRIVATE AND CONFIDENTIAL

Date: 4 September 2023

The Board of Directors  
**Central Global Berhad**  
A5-06, Block A, Plaza Dwi Tasik  
Jalan 5/106, Bandar Sri Permaisuri  
56000 Kuala Lumpur

**Attention: The Board of Directors**

Dear Sir/Madam,

## CENTRAL GLOBAL BERHAD ("CGB")

**SUMMARY INDEPENDENT VALUATION LETTER IN RELATION TO THE PROPOSED ACQUISITION BY CIC CONSTRUCTION SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF CGB, OF THE REMAINING 30% EQUITY INTEREST IN RYRT INTERNATIONAL SDN BHD ("RYRT INTERNATIONAL") FOR A PURCHASE CONSIDERATION OF RM13.26 MILLION TO BE WHOLLY SATISFIED VIA ISSUANCE OF 10,200,000 NEW ORDINARY SHARES IN CGB ("CONSIDERATION SHARE(S)") AT AN ISSUE PRICE OF RM1.30 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION") ("SUMMARY VALUATION LETTER")**

## 1 INTRODUCTION

Moore Advisory Sdn Bhd ("**Moore Advisory**") had been engaged by CGB to conduct a valuation of RYRT International in connection with the Proposed Acquisition ("**Valuation**") based on the scope of work as set out in our engagement letter dated 17 February 2023.

This Summary Valuation Letter is an abridged version of our valuation report on RYRT International dated 30 May 2023 and has been prepared for inclusion in the circular to shareholders of CGB in relation to the Proposed Acquisition ("**Circular**").

This Summary Valuation Letter must be read in conjunction with the disclaimer and limitation as set out in Section 5.5 of this Summary Valuation Letter respectively, and the key bases and assumptions of the Valuation as set out in Section 5.3 below.

## 2 BACKGROUND INFORMATION

RYRT International was incorporated in Malaysia under the Companies Act 2016 on 18 June 2019 as a private company limited by shares and commenced operations during the financial year ended ("**FYE**") 31 August 2021. The registered address of RYRT International is at No. 1-2-1B, 2<sup>nd</sup> Floor, Block B, Kolam Centre Phase II, Jalan Lintas Luyang, 88300, Kota Kinabalu, Sabah, Malaysia.

The principal place of business is at S-2-22, City Mall Kota Kinabalu 2<sup>nd</sup> Floor, Block E, Lorong City Mall 88300, Kota Kinabalu, Sabah, Malaysia.



## Summary Valuation Letter

RYRT International is principally engaged in the construction of buildings and other engineering projects. RYRT International's ongoing projects include Project Lahad Datu Phase 1 and Project Jalan Semawang Ke Tanjung Kuala Gum-Gum, Sandakan which were awarded to RYRT International on 2 December 2020 and 28 September 2022 respectively.

The summary of the projects are as follows:

*Figure 1: Summary RYRT International's Ongoing Projects*

No.	Project	Project Owner / Customer Name	Contract Sum (RM)	Commencement Date	Expected Completion Date
1.	Project Lahad Datu Phase 1	Jabatan Air Negeri Sabah / Pembinaan Urusmesra Sdn Bhd	278,487,094	December 2020	December 2023
2.	Project Jalan Semawang Ke Tanjung Kuala Gum-Gum, Sandakan	Jabatan Kerja Raya Sabah / Pembinaan Urusmesra Sdn Bhd	183,288,000	October 2022	October 2025

### 3 SOURCES OF INFORMATION

In carrying out the Valuation, we have relied on, inter-alia, the following information and documents provided to us by the Management of RYRT International.

1. Cash flows projections of RYRT International for the FYE 31 December 2023 to 2027 ("**Projections**"), together with the underlying bases and assumptions;
2. Management Accounts of RYRT International for the financial period ended 28 February 2023;
3. Audited Financial Statement of RYRT International for the FYE 31 August 2021 to 2022;
4. Letter of awards for Project Lahad Datu Phase 1 and Project Jalan Semawang Ke Tanjung Kuala Gum-Gum, Sandakan;
5. Extension of time letter for Project Lahad Datu Phase 1;
6. Discussions with and representations provided by the Management of RYRT International;
7. The letter of representation from RYRT International dated 30 May 2023, confirming, inter alia, the factual accuracy, completeness and reliability of the information provided to us including the Projections as well as the reasonableness of the underlying bases and assumptions to the Projections; and
8. Other publicly available information.



## Summary Valuation Letter

## 4 SUMMARY OF FINANCIAL PERFORMANCE AND POSITION OF RYRT INTERNATIONAL

Figure 2: Statement of Comprehensive Income of RYRT International

FYE 31 August (RM)	Audited 2021	Audited 2022
<b>Revenue</b>	<b>11,677,626</b>	<b>142,273,093</b>
Cost of sales	(10,658,549)	(108,481,810)
<b>Gross profit</b>	<b>1,019,077</b>	<b>33,791,283</b>
Other Income	-	84,708
Administrative expenses	(1,153,537)	(3,136,589)
Finance costs	(15,713)	(32,184)
<b>Profit before tax</b>	<b>(150,173)</b>	<b>30,707,218</b>
Income tax expense	-	(7,860,515)
<b>Profit after tax</b>	<b>(150,173)</b>	<b>22,846,703</b>

Note:

The financial year end had been changed to 31 December starting from the FYE 2023.

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## Summary Valuation Letter

Figure 3: Statement of Financial Position of RYRT International

As at 31 August (RM)	Audited 2021	Audited 2022
<b>Non-current assets</b>		
Plant, and equipment	162,497	170,210
Right-of-use assets	970,858	1,296,440
<b>Total non-current assets</b>	<b>1,133,355</b>	<b>1,466,650</b>
<b>Current assets</b>		
Inventories	195,488	-
Trade receivables	5,679,930	54,823,649
Other receivables and deposits	491,322	12,856,213
Contract asset	923,518	-
Short-term investments	2,631,362	130,342
Current tax assets	33,000	-
Cash and cash equivalents	32,441	3,533,229
<b>Total current assets</b>	<b>9,987,061</b>	<b>71,343,433</b>
<b>Total assets</b>	<b>11,120,416</b>	<b>72,810,083</b>
<b>Equity</b>		
Share capital	2,000,100	2,000,100
Retained earnings/(Accumulated losses)	(156,418)	22,690,285
<b>Total equity</b>	<b>1,843,682</b>	<b>24,690,385</b>
<b>Non-current liabilities</b>		
Lease liabilities	546,108	821,184
<b>Total non-current liabilities</b>	<b>546,108</b>	<b>821,184</b>
<b>Current liabilities</b>		
Trade payables	7,287,711	34,103,890
Other payables and accruals	952,281	5,892,955
Amount owing to directors	345,971	120,571
Lease Liabilities	144,663	230,868
Current tax liabilities	-	6,950,230
<b>Total current liabilities</b>	<b>8,730,626</b>	<b>47,298,514</b>
<b>Total liabilities</b>	<b>9,276,734</b>	<b>48,119,698</b>
<b>Total equity and liabilities</b>	<b>11,120,416</b>	<b>72,810,083</b>



## Summary Valuation Letter

### 5 VALUATION

#### 5.1 Basis of Valuation

The date of valuation is **31 March 2023** (“Valuation Date”).

The fair value computed by us is the approximate price of an asset that would change hands between a willing buyer and a willing seller when neither is acting under compulsion and when both have the relevant and required facts.

This Valuation of RYRT International is prepared on the basis and the assumptions indicated in Section 5.3 are achievable. The Projections of RYRT International is only prepared based on two (2) projects, namely Project Lahad Datu Phase 1 and Project Jalan Semawang Ke Tanjung Kuala Gum-Gum, Sandakan secured as at Valuation Date.

This Valuation represents only our best estimate and may not necessarily reflect the value obtained in any particular transaction and is not intended to be binding on any parties.

#### 5.2 Selection of Valuation Methodology

Figure 4: Types of Valuation Methodology

Valuation Methodology	Remarks
Cost Approach	<p>It is commonly used to value loss-making companies or companies with no significant profit and/or no material property or investment assets that could appreciate in value significantly over time.</p> <p><b>Not adopted</b> as it does not consider the future prospects of RYRT International.</p>
Market Approach	<p>This approach considers recent transactions that have involved similar businesses, and for which data regarding the transaction price is available.</p> <p><b>Not adopted</b> as the Company have not been able to demonstrate a consistent replenishment of new contracts in the past to substantiate that the latest financial year's earnings is sustainable.</p>
Income Approach – Discounted Cash Flow (“DCF”) Method	<p>Under the DCF method, the free cash flow to firm projected to be generated by RYRT International is discounted at its relevant weighted average cost of capital to derive the present value of all future cash flows.</p> <p>The DCF method considers both the time value of money and the future cash flows to be generated by RYRT International over a specified period of time. As the methodology entails the discounting of the future cash flows to be generated from the companies at a specified discount rate to arrive at its value, the riskiness of generating such cash flows will also be taken into consideration.</p> <p><b>Adopted</b> as it can effectively factor in the earnings and cash flows potential of RYRT International as well as the timing of such cash flows to be generated.</p>



## Summary Valuation Letter

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### 5.3 Estimation of Projections

The key bases and assumptions adopted in the Valuation are as follows:-

1. The Management of RYRT International assumes full responsibility for the accuracy, completeness and reliability of the Projections as well as the reasonableness of the underlying bases and assumptions;
2. RYRT International will be able to complete all its on-going projects within the stipulated period of completion;
3. There will be no significant change to the timing of the cash inflows and outflows from the existing projects secured by RYRT International as estimated by the management of RYRT International;
4. There will be no major breakdown or disruption in the business operation, industrial disputes, and other abnormal circumstances, both domestic and overseas, which will adversely affect the operations, revenue, and expenditure of RYRT International;
5. There will be no adverse impact to the performance or activities of RYRT International due to COVID-19 pandemic situation;
6. There will be no significant changes in the key personnel and Management of RYRT International, and in the operating policies, which may adversely affect the technical capabilities and the level of activities of RYRT International;
7. There will be no significant changes in the current structure and principal activities of RYRT International; and
8. Inflation and foreign exchange rates will not fluctuate significantly from its present level.

Please note that the Valuation is highly dependent on, amongst others, the achievability of the Projections as well as the materialisation of the bases and assumptions used in the Valuation. In this regard, the bases and assumptions used in the Valuation have been discussed with the Management of RYRT International who deems such bases and assumptions reasonable based on their experience and involvement in past infrastructure construction projects.

Nevertheless, we also wish to highlight that the Projections are inherently uncertain and are based on predictions of future events that cannot be assured and on bases and assumptions that may or may not materialise. As such, no assurances can be given that the actual results will materialise as anticipated. Therefore, we do not express or imply any opinion as to their possibility of achievement.



## Summary Valuation Letter

### 5.4 Valuation Results

Using the valuation method as outlined in Section 5.2 the valuation range of RYRT International is set out as follows:-

Figure 5: Equity Value Computation

(RM'000)	Low Range	High Range
Enterprise Value	42,917.3	45,246.8
Add: Cash (as at 28 February 2023) <sup>(1)</sup>	199.5	199.5
Less: Debt (as at 28 February 2023) <sup>(1)</sup>	(1,238.5)	(1,238.5)
<b>Equity Value of 100% equity in RYRT International</b>	<b>41,878.3</b>	<b>44,207.8</b>
Discount Rate adopted <sup>(2)</sup>	14.3%	12.3%

(Source: Moore Advisory's analysis)

Notes:

(1) Cash and debt are extracted from management accounts for the financial period ended 28 February 2023.

(2) Please refer to Appendix 1 for discount rate analysis.

We view that the fair value of 100% equity interest in RYRT International is in the range of **RM41.9 million to RM44.2 million**.

### 5.5 Disclaimer and Limitation

The Management and Board of Directors of RYRT International collectively assumes full responsibility for the accuracy, completeness and reliability of the bases and assumptions used to develop the Projections. Certain data and information have been obtained from the Management of RYRT International, in the form of reports, models, supporting documents, work papers and oral representations in meetings and discussions. No attempt has been made by us to verify or audit the reliability of the data and information given for the purposes of this valuation. In addition, the scope of this valuation is different from the requirements for an audit which is based on generally accepted auditing standards. Our Summary Valuation Letter does not provide the same level of assurance as an audit of financial statements.

The Projections are inherently uncertain and are based on predictions of future events that cannot be assured and on bases and assumptions that may or may not materialise. As such, no assurances can be given that the actual results will materialise as anticipated. Therefore, we do not express or imply any opinion as to their possibility of achievement.

Our analysis of the Valuation is solely used to determine the fair value of RYRT International. This Summary Valuation Letter and our conclusions should not be construed as investment advice; specifically we do not express any opinion on the suitability or otherwise of entering into any transaction with RYRT International.

Our Summary Valuation Letter will be addressed to the Board of Directors of CGB and is solely for the purpose of inclusion in this Circular. Save for the intended purposes, neither the

**Summary Valuation Letter**

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whole nor any part of this valuation report or any reference herein may be included in any document, circular or statement nor published in any way, without our prior written consent of the form and context in which it may appear. We will not accept any duty of care to any person other than the addressee.

Furthermore, we wish to highlight that our valuation results are, to a significant extent, subject to the continuance of prevailing industry, economic and market (including capital market) trends beyond the Valuation Date. We, however, have no obligation to update this report for events, trends or transactions occurring subsequent to the date of our Summary Valuation Letter.

Yours sincerely  
For and on behalf of  
**Moore Advisory Sdn Bhd**

  

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**Nicholas Chew**  
**Executive Director**

Appendix 1: Discount Rate Analysis





## Summary Valuation Letter

### Appendix 1: Discount Rate Analysis

Discount rate is a general term for any rate used in finding the present value of a free cash flows.

We derive the discount rate of RYRT International using the Capital Asset Pricing Model ("CAPM") and Weighted Average Cost of Capital ("WACC") model. The CAPM model defines the required rate of return on equity as a function of the return sensitivity of a stock to changes in the market return. The WACC model is a calculation of a firm's cost of capital in which each category of capital is proportionately weighted. The formulae are illustrated below:-

Figure 6: Discount Rate Formulae

CAPM Model	WACC Model
$\text{CAPM, } R_e = R_f + \beta_i \times \text{ERP}$ <p>(Source: CFA® Program Curriculum)</p>	$\text{WACC} = W_d R_d (1 - T) + W_e R_e$ <p>(Source: CFA® Program Curriculum)</p>
<p><math>R_f</math> = Risk-free rate</p> <p><math>\beta_i</math> = Beta, a measurement of systematic risks</p> <p>ERP = Equity Risk Premium, a premium that investors demand investing in equities that have inherent risks.</p>	<p><math>W_d</math> = Weightage of debt</p> <p><math>R_d</math> = Cost of debt</p> <p>T = Corporate tax rate</p> <p><math>W_e</math> = Weightage of equity</p> <p><math>R_e</math> = Cost of equity</p>

Key parameters used to compute the Cost of Equity are as follows:-

Figure 7: Key Parameters of the Cost of Equity

Parameter	Input	Remarks
(i) $R_f$	3.9%	10-year Malaysian Government bond yield as at Valuation Date
(ii) ERP	8.0%	Extracted from the Malaysian ERP data provided by Professor Aswath Damodaran as at January 2023 (being the latest data available as at Valuation Date as the data was updated bi-annually – July/January), who is a well-established academic in the subject.
(iii) $\beta_i$	0.73	<p>Beta is a measure of the stock's performance relative to the market. It is a measure of the systemic risk which cannot be diversified by holding a diversified portfolio.</p> <p>For our assessment on the proxy beta, we have selected the comparable company of RYRT International based on the following criteria:</p> <p>(a) Principal activities and segmental revenue</p> <p>RYRT International is principally engaged in construction of buildings and infrastructure works as well as other engineering projects. The comparable companies selected are involved in construction and engineering for commercial and industrial buildings as well as infrastructure works.</p>



## Summary Valuation Letter

Parameter	Input	Remarks																																								
		<p>(b) Market Capitalisation below RM500 million</p> <p>We note that RYRT International is a private company with lower equity value compared to public listed companies in Bursa Malaysia Securities Berhad. Hence, the comparable companies selected are companies which have a lower market capitalisation which are more relatable for RYRT International's comparison.</p> <p>Based on the criteria above, we had identified the following comparable companies for RYRT International.</p> <table border="1"> <thead> <tr> <th>Comparable Company</th> <th>Market Capitalisation as at Valuation Date (RM'million)</th> <th>Gear Beta<sup>(1)</sup></th> <th>Debt-to-Equity Ratio<sup>(2)</sup></th> <th>Ungear Beta</th> </tr> </thead> <tbody> <tr> <td>MGB Berhad</td> <td>405.3</td> <td>0.78</td> <td>0.28</td> <td>0.65</td> </tr> <tr> <td>Pintaras Jaya Berhad</td> <td>315.1</td> <td>0.74</td> <td>0.09</td> <td>0.69</td> </tr> <tr> <td>Kimlun Corp Berhad</td> <td>263.3</td> <td>1.01</td> <td>1.19</td> <td>0.53</td> </tr> <tr> <td>GDB Holdings Berhad</td> <td>201.6</td> <td>1.19</td> <td>-</td> <td>1.19</td> </tr> <tr> <td>Pesona Metro Holdings Berhad</td> <td>177.2</td> <td>0.75</td> <td>0.93</td> <td>0.59</td> </tr> <tr> <td>TRC Synergy Berhad</td> <td>157.9</td> <td>0.97</td> <td>1.01</td> <td>0.55</td> </tr> <tr> <td colspan="3" style="text-align: right;"><b>Average</b></td> <td><b>0.58</b></td> <td><b>0.70</b></td> </tr> </tbody> </table> <p><i>Notes:</i>            (1) <i>Extracted from Bloomberg Terminal</i>            (2) <i>Extract from respective companies' latest available quarterly report/annual report</i></p> <p>The ungeared beta of the comparable companies can be derived using the following equation:</p> $\beta_U = \beta_G / (1 + (1 - T) \times \text{Gearing})$ <p>where,  <math>\beta_U</math> = Ungear beta  <math>\beta_G</math> = Geared beta of the comparable company, being the adjusted five (5)-year beta of the comparable company up to the Valuation Date.</p>	Comparable Company	Market Capitalisation as at Valuation Date (RM'million)	Gear Beta <sup>(1)</sup>	Debt-to-Equity Ratio <sup>(2)</sup>	Ungear Beta	MGB Berhad	405.3	0.78	0.28	0.65	Pintaras Jaya Berhad	315.1	0.74	0.09	0.69	Kimlun Corp Berhad	263.3	1.01	1.19	0.53	GDB Holdings Berhad	201.6	1.19	-	1.19	Pesona Metro Holdings Berhad	177.2	0.75	0.93	0.59	TRC Synergy Berhad	157.9	0.97	1.01	0.55	<b>Average</b>			<b>0.58</b>	<b>0.70</b>
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## SUMMARY VALUATION LETTER (CONT'D)



## Summary Valuation Letter

Parameter	Input	Remarks
		<p>T = 24%, being the Malaysia's corporate income tax rate</p> <p>Gearing = Gearing ratio, computed based on total interest-bearing borrowings over the market capitalization as at Valuation Date</p> <p><b>Step 2</b></p> <p>We will re-gear the ungeared beta to derive the geared beta of RYRT International by using RYRT International's gearing ratio.</p> <p>The gearing ratio of RYRT International is <b>0.06</b>.</p> <p>Beta of RYRT International = <math>0.70 \times (1 + (1 - 24\%) \times 0.06)</math> = 0.73</p>
(iv) Illiquidity Premium	4.0%	<p>The application of 4% illiquidity is based on the following sources of information:</p> <ul style="list-style-type: none"> <li>According to 2013 Ibbotson S&amp;P Valuation Yearbook, 3.81% size premium (return in excess of CAPM) is ascribed for companies ranging from market capitalization up to USD 514.2 million.</li> <li>Analysis of illiquidity discount applied by various independent adviser(s) and valuer(s) which was extracted from respective circulars to shareholders.</li> </ul>
(v) Cost of Equity	13.8%	<p>Cost of Equity = <math>3.9\% + (0.73 \times 8.0\%) + 4.0\%</math> = 13.8%</p> <p>The Cost of Equity is derived after taking into consideration the inputs of risk-free rate, ERP, Beta, and illiquidity premium as disclosed above (Parameter (i) to (iv)).</p>

(Source: Moore Advisory's analysis)

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### Summary Valuation Letter

Key parameters used to compute the WACC are as follows:-

Figure 8: Key Parameters of WACC

Parameter	Input	Remarks												
(i) $W_d$	0.06	The weightage of debt and equity are computed based on their proportional value to the RYRT International's total value, which is a sum of RYRT International's debt and equity.												
(ii) $W_e$	0.94	<table border="1"> <thead> <tr> <th></th> <th>Value as at 28 February 2023 (RM'000)</th> <th>Weightage</th> </tr> </thead> <tbody> <tr> <td>Equity</td> <td>19,083.0</td> <td>0.94</td> </tr> <tr> <td>Debt</td> <td>1,239.0</td> <td>0.06</td> </tr> <tr> <td><b>Total</b></td> <td><b>20,321.0</b></td> <td><b>1.00</b></td> </tr> </tbody> </table>		Value as at 28 February 2023 (RM'000)	Weightage	Equity	19,083.0	0.94	Debt	1,239.0	0.06	<b>Total</b>	<b>20,321.0</b>	<b>1.00</b>
	Value as at 28 February 2023 (RM'000)	Weightage												
Equity	19,083.0	0.94												
Debt	1,239.0	0.06												
<b>Total</b>	<b>20,321.0</b>	<b>1.00</b>												
(iii) $R_d$	6.4%	Adopted Maybank's base lending rate extracted from Bank Negara Malaysia.												
(iv) $R_e$	13.8%	Cost of equity computed with the CAPM model												
(v) $T$	24.0%	Corporate tax rate of Malaysia.												
(vi) WACC	12.3% to 14.3%	$\text{WACC} = (0.06 \times 6.40\% \times [1 - 24\%]) + (0.94 \times 13.8\%)$ $= 13.3\%$ <p>We have adopted a sensitivity of +/- 1% to the WACC to arrive at a range due to the various assumptions used to derive WACC.</p>												

(Source: Moore Advisory's analysis)

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

Our Board has read and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. Our Board confirms that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

All information relating to RYRT Holdings have been obtained from RYRT Holdings and our Board is responsible to ensure that such information is accurately reproduced in this Circular.

**2. CONSENT AND CONFLICT OF INTEREST****2.1 HLIB**

HLIB, being the Principal Adviser for the Proposed Acquisition, has given and has not withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

HLIB, its subsidiaries and associated companies as well as its penultimate holding company, namely Hong Leong Financial Group Berhad, and the subsidiaries and associated companies of Hong Leong Financial Group Berhad (collectively, "**Hong Leong Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses.

The Hong Leong Group has engaged, and may in the future engage, in transactions with and perform services for our Group and/or our affiliates in addition to the role undertaken in the Proposed Acquisition. In addition, in the ordinary course of business, any member of the Hong Leong Group may at any time offer or provide its services to or engages in any transaction with our Group. This is a result of the businesses of the Hong Leong Group generally acting independently of each other, and accordingly there may be situations where parts of the Hong Leong Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of our Group and/or our affiliates. Nonetheless, the Hong Leong Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, amongst others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

As at the LPD, the Hong Leong Group has in the ordinary course of its business, extended services to our Group.

Notwithstanding the above, HLIB is of the view that the aforesaid lending relationship would not give rise to a conflict of interest situation in its capacity as the Principal Adviser for the Proposed Acquisition as:

- (i) HLIB is a licensed investment bank and its appointment as the Principal Adviser for the Proposed Acquisition and the extension of the credit facilities granted by the Hong Leong Group arose in its ordinary course of business;
- (ii) the conduct of the Hong Leong Group in its banking business is strictly regulated by the Financial Services Act 2013, Islamic Financial Services Act 2013 and, where applicable, the Capital Markets and Services Act 2007, as well as the Hong Leong Group's own internal controls and checks; and
- (iii) the said credit facilities are not material when compared to the audited NA of Hong Leong Financial Group Berhad as at 30 June 2022 of approximately RM24.28 billion.

## FURTHER INFORMATION (CONT'D)

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### 2.2 Moore Advisory

Moore Advisory, being the Independent Financial Valuer for the Proposed Acquisition, has given and has not withdrawn its written consent to the inclusion in this Circular of its name, summary valuation letter and all references thereto in the form and context in which they appear in this Circular.

Moore Advisory has confirmed that no conflict of interests exists or is likely to exist in its capacity as the Independent Financial Valuer for the Proposed Acquisition.

### 2.3 DWA Advisory

DWA Advisory, being the Independent Adviser to the non-interested directors and non-interested shareholders of CGB for the Proposed Acquisition, has given and has not withdrawn its written consent to the inclusion in this Circular of its name, the IAL and all references thereto in the form and context in which they appear in this Circular.

DWA Advisory has confirmed that no conflict of interests exists or is likely to exist in its capacity as the Independent Adviser for the Proposed Acquisition.

## 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and does not have any knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which has or would have a material and adverse effect on the financial position of our Group:

### **Trade Empire Sdn Bhd v Proventus Bina Sdn Bhd & Kong Teck Fong (High Court No.: PA-22NCC-15-03/2023)**

Proventus Bina Sdn. Bhd. ("**PBSB**"), an indirect wholly-owned subsidiary of our Company had on 5 April 2023 been served Writ of Summon and Statement of Claim dated 29 March 2023 by Trade Empire Sdn. Bhd. ("**Plaintiff**"). The Plaintiff claimed that PBSB failed to make the full payment on the construction materials provided by the Plaintiff as well as the monthly rental of 500 iron frames amounting to RM1,050 per month from June 2020 to April 2022. The Plaintiff also named PBSB's former director, Kong Tek Fong as 2<sup>nd</sup> Defendant. The Plaintiff is claiming for the following:

- (i) a principal sum of RM1,175,084;
- (ii) late payment interests of RM1,155,791.16 as at 28 February 2023;
- (iii) late payment interest on the sum of RM1,175,084 at the rate of 1.5% per month from March 2023 until full and final statement;
- (iv) interest on the sum of RM1,175,084 at the rate of 5% per annum from 29 March 2023 until full and final statement;
- (v) interest on the sum of RM1,155,791.16 at the rate of 5% per annum from 29 March 2023 until full and final statement;
- (vi) costs; and
- (vii) any further details and/or other order the Court deems fit.

PBSB has filed the Defence and Counterclaims on 15 May 2023. PBSB has also made an application to transfer the proceeding from Penang High Court to Kuala Lumpur High Court on 23 May 2023. On 29 August 2023, the Court has order for the suit to be transferred from Penang High Court to the Kuala Lumpur High Court. The matter is now adjourned indefinitely. PBSB further obtained a court order dated 23 June 2023 to add Aspen Vision Builders Sdn Bhd as the

## FURTHER INFORMATION (CONT'D)

third party to this suit. Aspen Vision Builders Sdn Bhd has filed an originating summon and notice of application on 12 July 2022 for an injunction to restrain PBSB from filing and presenting winding-up petition pursuant to PBSB's s.466 Notice dated 16 June 2023 for an amount of RM1,685,893.04. The E-reviews for the proceedings were held on 18 July 2023 and 3 August 2023. The Court has further fixed the dates for the parties to exchange the affidavits. The solicitor in charge for this litigation is of the view that PBSB has a good chance of succeeding in its defence against Plaintiff's claim.

### 4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

#### 4.1 Material Commitments

Save as disclosed below, as at the LPD, our Board confirmed that there are no material commitments incurred or known to be incurred by our Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of our Group:

<b>Material commitments</b>	<b>RM'000</b>
Amount approved and contracted for:	
- Property, plant & equipment	1,488
- Right-of-use assets	1,841
<u>Amount approved but not contracted for:</u>	
- Property, plant & equipment	446

#### 4.2 Contingent liabilities

Save as disclosed below, as at the LPD, our Board confirmed that there are no contingent liabilities incurred or known to be incurred by our Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of our Group:

<b>Contingent liabilities</b>	<b>RM'000</b>
Corporate guarantees issued to:	
- our subsidiaries' suppliers.	4,607
- financial institutions for our subsidiaries' banking facilities.	28,119

### 5. MATERIAL CONTRACTS

As at the LPD, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular, save for the below:

- (a) the First SPA;
- (b) the PGA;
- (c) the SPA. Please refer to **Appendix I** of this Circular for the salient terms of the SPA; and
- (d) the Supplemental SPA. Please refer to **Appendix II** of this Circular for the salient terms of the Supplemental SPA.

## FURTHER INFORMATION (CONT'D)

## 6. HISTORICAL FINANCIAL INFORMATION OF CGB GROUP

The summary of key financial information of our Group for the audited FYE 31 December 2020, 2021 and 2022 as well as 6-month unaudited for the FPE 30 June 2022 and 30 June 2023 are as follows:

	Audited for the FYE 31 December 2020	Restated for the FYE 31 December 2021	Audited for the FYE 31 December 2022	Unaudited 6-month for the FPE 30 June	
	RM'000	RM'000	RM'000	2022 RM'000	2023 RM'000
<b>Revenue:</b>					
- Manufacturing and sale of self-adhesive label stocks and tapes	52,480	60,137	57,610	31,187	23,682
- Construction	65,240	46,915	153,560	55,312	87,253
	<b>117,720</b>	<b>107,052</b>	<b>211,170</b>	<b>86,499</b>	<b>110,935</b>
<b>Cost of sales</b>	(114,585)	(101,121)	(176,596)	(71,370)	(93,626)
<b>GP</b>	<b>3,135</b>	<b>5,931</b>	<b>34,574</b>	<b>15,129</b>	<b>17,309</b>
Other income	3,492	1,323	549	171	399
Distribution expenses	(3,416)	(3,464)	(3,767)	(2,408)	(2,073)
Administrative expenses	(6,301)	(8,239)	(9,961)	(5,022)	(7,740)
Net reversal / (impairment loss) on financial instruments and contract assets	263	48	(1,963)	-	-
Other expenses	(2,837)	(2,061)	(1,991)	-	-
<b>Operating (loss) / profit</b>	<b>(5,664)</b>	<b>(6,462)</b>	<b>17,441</b>	<b>7,870</b>	<b>7,895</b>
Finance income	181	27	35	-	-
Finance cost	(272)	(284)	(465)	(221)	(243)
<b>(LBT) / PBT</b>	<b>(5,755)</b>	<b>(6,719)</b>	<b>17,011</b>	<b>7,649</b>	<b>7,652</b>
Taxation	239	(374)	(3,880)	(1,364)	(2,612)
<b>(LAT) / PAT</b>	<b>(5,516)</b>	<b>(7,093)</b>	<b>13,131</b>	<b>6,285</b>	<b>5,040</b>
(Loss) / Profit attributable to:					
▪ Owners of our Company	(2,865)	(7,093)	7,467	3,244	2,440
▪ Non-controlling interests	(2,651)	-	5,664	3,041	2,600
<b>(Loss) / Profit for the year / period</b>	<b>(5,516)</b>	<b>(7,093)</b>	<b>13,131</b>	<b>6,285</b>	<b>5,040</b>
Basic (loss) / earnings per Share (sen)#	(3.18)	(7.65)	6.27	3.00	1.67
Weighted average number of CGB Shares in issued ('000)	90,000	92,785	119,034	108,014	146,083
Share capital	51,407	64,432	100,111	85,852	110,659
NA attributable to the owners of our Company / Shareholders' equity	44,907	48,695	92,004	76,367	105,069
Total equity	46,833	48,695	99,959	88,704	115,625
Total borrowings*	3,572	11,893	11,251	9,669	29,347
Gearing ratio (times)*	0.08	0.24	0.11	0.11	0.25

(Source: CGB's annual reports and quarterly results for the unaudited 3-month FPE 31 March 2022 and 2023)



## FURTHER INFORMATION (CONT'D)

**Notes:**

- # *Calculated based on (LAT) / PAT attributable to the owners of our Company for the financial years / periods over weighted average number of Shares during the financial years.*
- \* *The total borrowings include hire purchase, revolving credit, banker acceptance, lease liabilities and bank overdrafts.*
- + *Computed based on total borrowings over total equity.*

**Commentaries:****FYE 31 December 2021 (“FYE 2021”) vs FYE 31 December 2020 (“FYE 2020”)**

Our Group’s revenue decreased by RM10.67 million or 9.06% to RM107.05 million for the FYE 2021 from RM117.72 million for the FYE 2020 mainly due to lower revenue from our construction operations. Our Group’s construction operations revenue decreased by RM18.32 million or 28.08% to RM46.92 million for the FYE 2021 from RM65.24 million for the FYE 2020 was mainly due to stoppage of construction work as a result of the various imposition of movement control orders by the Government of Malaysia.

Our Group’s manufacturing operations revenue increased by RM7.66 million or 14.60% to RM60.14 million for the FYE 2021 from RM52.48 million for the FYE 2020 mainly due higher export sales arising from higher demand of our Group’s masking tapes products.

Despite lower revenue, our Group recorded a GP of RM5.93 million for the FYE 2021 as compared to the preceding period for the FYE 2020 of RM3.14 million. Additionally, our Group recorded a GP margin of 5.54% for the FYE 2021 as compared to the preceding period’s GP margin of 2.66%. The higher GP and GP margin were mainly due to higher export sales and variation in sales mix, which include the sales of high temperature masking tapes which contributed higher GP margin as compared to the general purpose masking tapes for the manufacturing operations.

Notwithstanding higher GP recorded in the FYE 2021, our Group recorded LBT of RM6.72 million for the FYE 2021 as compared to that of RM5.76 million for the FYE 2020. These losses incurred for the FYE 2021 were mainly due to the lower other income generated and higher fixed expenses incurred such as distribution expenses, administrative expenses and operating expenses.

**FYE 31 December 2022 (“FYE 2022”) vs FYE 2021**

Our Group’s revenue increased almost two-fold to RM211.17 million for the FYE 2022 from RM107.05 million recorded for the FYE 2021 mainly due to higher revenue from our construction operations. Our Group’s construction operations revenue increased by RM106.65 million or 227.32% to RM153.56 million for the FYE 2022 from RM46.92 million for the FYE 2021 and was mainly attributable to our acquisition of 70% equity interest in RYRT International. Following the completion of the Initial Acquisition, RYRT International became the largest revenue contributor to our Group and had contributed construction revenue of RM102.45 million or 48.52% of our Group’s consolidated revenue for the FYE 2022.

Our Group’s manufacturing operations revenue decreased by RM2.53 million or 4.21% to RM57.61 million for the FYE 2022 from RM60.14 million for the FYE 2021 mainly due to stiff competition for the export markets, especially from China.

Our Group recorded higher GP of RM34.57 million for the FYE 2022, an increase of RM28.64 million or 482.94%, from RM5.93 million for the FYE 2021. Additionally, our Group recorded a GP margin of 16.37% for the FYE 2022 as compared to the preceding period of 5.54%. The higher GP and GP margin were mainly due to higher revenue recorded from the construction operations as explained above.

## FURTHER INFORMATION (CONT'D)

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Our Group recorded a PBT of RM17.01 million for the FYE 2022 as compared to a LBT of RM6.72 million for the FYE 2021. As a result, we have recorded a PBT margin of 8.06% for the FYE 2022. The PBT recorded for the FYE 2022 was mainly due to the higher GP recorded and partially offset by fixed expenses such as distribution expenses and administrative expenses and a one-off net impairment loss of RM1.97 million on trade and other receivables.

### 6-month FPE 30 June 2023 ("1H2023") vs 6-month FPE 30 June 2022 ("1H2022")

Our Group's revenue increased by RM24.44 million or 28.25% to RM110.94 million for the 1H2023 from RM86.50 million for the 1H2022 mainly due to higher revenue from the construction segment. Our revenue for the construction operations increased by RM31.94 million or 57.75% to RM87.25 million for the 1H2023 from RM55.31 million for the 1H2022 mainly due to the acceleration of work progress on existing on-going projects, especially on the Project Jalan Semawang ke Tanjung Kuala Gum-Gum which commenced in October 2022.

However, this is offset by the decrease in revenue for the manufacturing operations by RM7.51 million or 24.06% to RM23.68 million for the 1H2023 from RM31.19 million for the 1H2022 as a result of the continued weakness in demand of the business and intense market competition.

Our Group recorded a GP of RM17.31 million for the 1H2023 as compared to the 1H2022 of RM15.13 million. Additionally, our Group recorded a GP margin of 15.60% for the 1H2023 as compared to the 1H2022 of 17.49%. The higher GP was mainly due to higher contribution from the Lahad Datu Phase 1 Water Supply System and Montage projects for the FPE 2023, whilst the lower GP margin was due to the absence of an upward profit margin revision in 1H2022.

Our Group recorded a marginal increase in PBT of RM7.65 million for the 1H2023 as compared to the 1H2022 of RM7.65 million mainly due to the absence of an upward profit margin revision in 1H2023 and expenses recognised in connection with the issuance of shares grant scheme. Our PBT margin declined to 6.90% for the 1H2023 from 8.84% for the 1H2022 mainly due to the reasons as explained above.

## 7. DOCUMENTS AVAILABLE FOR INSPECTION

The copies of the following documents are available for inspection at our registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250, Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our EGM:

- (i) our Constitution;
- (ii) RYRT International's Constitution;
- (iii) the SPA;
- (iv) the Supplemental SPA;
- (v) the audited financial statements of our Group for the FYE 31 December 2021 and FYE 31 December 2022;
- (vi) the latest quarterly results of our Group for the FPE 30 June 2023;
- (vii) the audited financial statements of RYRT International for the 6-month FPE 28 February 2023 together with the restated financial results for the FYE 31 August 2022;
- (viii) the valuation summary letter as set out in **Appendix VII** of this Circular and the independent valuation report issued by Moore Advisory on the equity valuation of RYRT International dated 30 May 2023;

FURTHER INFORMATION (CONT'D)

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- (ix) the letters of consent and conflict of interest referred to in **Section 2** of this **Appendix VIII** of this Circular;
- (x) the relevant cause papers in respect of the material litigation as referred to in **Section 3** of this **Appendix VIII** of this Circular; and
- (xi) apart from the SPA and the Supplemental SPA, the other material contracts referred to in **Section 5** of this **Appendix VIII** of this Circular.



## 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 Dwi Tasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur on **Tuesday, 19 September 2023 at 10:30 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, A WHOLLY-OWNED SUBSIDIARY OF CENTRAL GLOBAL BERHAD (“CGB”), OF 600,030 ORDINARY SHARES IN RYRT INTERNATIONAL SDN BHD (“RYRT INTERNATIONAL”), EQUIVALENT TO THE REMAINING 30% EQUITY INTEREST IN RYRT INTERNATIONAL FROM RYRT HOLDINGS SDN BHD FOR A PURCHASE CONSIDERATION OF RM13.26 MILLION TO BE WHOLLY SATISFIED VIA ISSUANCE OF 10,200,000 NEW ORDINARY SHARES IN CGB (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM1.30 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”) AND THE MATERIAL VARIATION TO THE FIRST SPA AND PGA (AS DEFINED HEREIN) AS WELL AS THE WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW SHARES OR OTHER CONVERTIBLE SECURITIES IN CGB UNDER SECTION 85(1) OF THE COMPANIES ACT 2016 READ TOGETHER WITH CLAUSE 8(A) OF THE CONSTITUTION OF CGB**

“**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 31 May 2023 (“**SPA**”), entered into between CICC, a wholly-owned subsidiary of CGB and RYRT Holdings Sdn Bhd (“**RYRT Holdings**” or “**Vendor**”) for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to CICC, to acquire 600,030 ordinary shares in RYRT International from the Vendor, representing the remaining 30% equity interest in RYRT International, for a purchase consideration of RM13,260,000 to be wholly satisfied via issuance of 10,200,000 new ordinary shares in CGB (“**Consideration Shares**”) at an issue price of RM1.30 per Consideration Share, subject to the terms and conditions of the SPA and the Supplemental SPA (as defined herein);

**THAT** approval be and is hereby given to CICC to give effect to the supplemental sale and purchase agreement dated 10 July 2023 (“**Supplemental SPA**”), between CICC, RYRT Holdings, Mr Lee Chee Vui and Mr Soo Yu Chai for the material variation on the terms of the share sale and purchase agreement dated 26 January 2022 which was approved on 30 March 2022 (“**First SPA**”), the terms of the profit guarantee agreement dated 26 January 2023 (“**PGA**”) which was approved on 30 March 2022 and the terms of the SPA. For avoidance of doubt, the material variation are as follows:

- (i) the profit guarantee period of 1 September 2021 to 31 August 2023 will be revised to 1 September 2021 to 31 December 2024, extended for another 16 months period;
- (ii) RYRT Holdings, Mr Lee Chee Vui and Mr Soo Yu Chai (“**Guarantors**”) have agreed to guarantee 100% of a higher profit guarantee amount of RM50.0 million (“**Revised Profit Guarantee Amount**”) and if there is a profit shortfall, the Guarantors shall compensate CICC in cash equivalent to 100% of the aggregate shortfall or deficiency from the Revised Profit Guarantee Amount; and
- (iii) the revised profit guarantee amount for the revised profit guarantee period from 1 September 2021 to 31 December 2024 is RM50.0 million.

**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 Supplemental SPA;

**THAT** pursuant to Section 85(1) of the Companies Act 2016 (“**Act**”) read together with Clause 8(a) of the Company’s Constitution, the shareholders of the Company have pre-emptive rights to be offered any new ordinary shares in CGB (“**Share(s)**”) which rank equally to the existing issued Shares or other convertible securities.

Section 85(1) of the Act provides as follows:

**“85. Pre-emptive rights to new shares**

- (1) *Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”*

Clause 8(a) of the Constitution provides as follows:

**“8. New Shares to be Offered to Members**

- (a) *Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.”*

In order for the Board to issue any new Shares or other convertible securities, such pre-emptive rights must be waived. Please refer to **Section 2.11, Part A** of the Circular for further information.

As such, pursuant to Section 85(1) of the Act read together with Clause 8(a) of the Company’s Constitution, the shareholders of the Company hereby approve and waive their pre-emptive rights over all new Consideration Shares to be issued pursuant to the Proposed Acquisition;

**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 to the shareholders of CGB for which the entitlement date of the said distributions precedes the date of allotment and issuance of the Consideration Shares;

**THAT** the Company hereby ratify and affirm each and every action undertaken by the Board on behalf of the Company to give effect to the First SPA including the allotment and issuance the balance consideration shares of the Company to RYRT Holdings for the purpose of satisfying the purchase consideration as set out in the First SPA;

**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 the Supplemental SPA, 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  
4 September 2023

**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/gHGqS9>. 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 12 September 2023 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/gHGqS9> to submit the proxy appointment electronically not later than 17 September 2023 at 10:30 a.m. Kindly refer to the annexure of the Administrative Guide 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](mailto:EGM-support.CGB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*
- (viii) **PERSONAL DATA NOTICE**

*By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at 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.

**FORM OF PROXY**

**Central Global Berhad**  
(Registration No. 201801036114 (1298143-T))

No. of Shares Held	:	
CDS Account No.	:	

I / We \_\_\_\_\_ (NRIC / Passport / Registration No. \_\_\_\_\_ )

of (full address) \_\_\_\_\_

being a member / members of CENTRAL GLOBAL BERHAD, hereby appoint the following person(s):

Full Name (in Block)	NRIC / Passport No.	Proportion in Shareholdings	
		No. of Shares	%
Address:			
Email Address:			
Mobile Phone No.:			

and/or\*

Full Name (in Block)	NRIC / Passport No.	Proportion in Shareholdings	
		No. of Shares	%
Address:			
Email Address:			
Mobile Phone No.:			

or failing him/her, the Chairman of the Meeting as \*my/our proxy/proxies to attend and vote for \*me/us and on my/our behalf at the Extraordinary General Meeting of the Company will be conducted on a virtual basis at the Broadcast Venue at A5-06 Block A, Plaza Dwi Tasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur on **Tuesday, 19 September 2023 at 10:30 a.m.** or any adjournment thereof.

My / our proxy /proxies is(are) to vote as indicated below:

Ordinary Resolution	First Proxy		Second Proxy	
	For	Against	For	Against
Proposed Acquisition				

Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not indicate how you wish to vote on any resolutions, the proxy(ies) will vote or abstain from voting at his/her/their discretion(s).

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

.....  
Signature / Common Seal

\* Strike out whichever is not desired.

**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/gHGqS9>. 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 12 September 2023 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/gHGqS9> to submit the proxy appointment electronically not later than 17 September 2023 at 10:30 a.m. Kindly refer to the annexure of the Administrative Guide 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](mailto:EGM-support.CGB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*

(viii) **PERSONAL DATA NOTICE**

*By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.*



*1<sup>st</sup> fold here*

AFFIX  
STAMP

The Company Secretaries  
**CENTRAL GLOBAL BERHAD**  
Level 15-2  
Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250, Kuala Lumpur  
Wilayah Persekutuan  
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*2<sup>nd</sup> fold here*

*Fold this flap for sealing*