



CENTRAL GLOBAL BERHAD
Registration No.: 201801036114 (1298143-T)
(Incorporated in Malaysia)

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Central Global Berhad ("CGB" or "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, 25 June 2024 at 10.00 a.m. for the purpose of considering the following business:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
- To approve the payment of Directors' fees and benefits payable up to RM350,000 for the period from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors retiring in accordance with the Company's Constitution:-
(i) Mr. Chew Hian Tat (Clause 78) **Ordinary Resolution 2**
(ii) Mr. Lee Swee Meng (Clause 78) **Ordinary Resolution 3**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and authorize the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution:-

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted.
AND THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 8 of the Company's Constitution, approval be and is hereby to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Companies Act 2016." **Ordinary Resolution 5**
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (SSM PRACTICING CERTIFICATE NO. 202008000054) (MAICSA 0799845)
KONG MEI KEE (SSM PRACTICING CERTIFICATE NO. 202008002882) (MAICSA 7039391)
Company Secretaries

Kuala Lumpur
Dated this 30th day of April 2024

- Notes:-**
- 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 Fifth Annual General Meeting will therefore have to register via the link <https://vps.megacorp.com.my/C1k3db>. Kindly refer to the annexure of the Administrative Notes for further information.
 - Only depositors whose names appear in the Record of Depositors as at 18 June 2024 shall be entitled to attend the Fifth Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf. All voting will be conducted by way of poll.
 - 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 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
 - (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.
 - 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.
 - Except for body corporate, you have the option to register directly at <https://vps.megacorp.com.my/C1k3db> to submit the proxy appointment electronically not later than 23 June 2024 at 10.00 a.m. Kindly refer to the annexure of the Administrative Notes for further information.
 - All Proxy Form must be deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or email to AGM-support.CGB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
 - By submitting the duly executed Proxy Form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.

Explanatory Notes to Ordinary Business and Special Business:-

- The Audited Financial Statements is meant for discussion only as the provision in the Company's Constitution does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Directors who are standing for re-election**
The profiles of Directors seeking for re-election are set out in the Board of Directors' Profiles section of the Company's Annual Report 2023.
The Board, on the recommendation of the Nomination Committee, supported the re-election of the retiring Directors. The Board and the Nomination Committee had reviewed the assessment results of the board evaluation exercise conducted for the financial year ended 31 December 2023 with reference to the Directors' Fit and Proper Policy and are satisfied with the performance and contributions of the retiring Directors that they had effectively discharged their duties and responsibilities well.
- Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 5 is primarily to give flexibility to the Board of Directors to allot shares not more than 10% of the total number of issued shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstances when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company.
In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission to the authority, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.
As at the date of this Notice, no new shares in the Company were issued pursuant to this authority granted to the Directors at the Fourth Annual General Meeting held on 21 June 2023.