



## CENTRAL INDUSTRIAL CORPORATION BERHAD

(Company No. 12186-K)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Central Industrial Corporation Berhad ("**CICB**" or the "**Company**") will be held at Mutiara 2, Ground Floor, The Royale Chulan Damansara, No 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, on Tuesday, 26 February 2019 at 10.30 a.m., or immediately following the conclusion of the Court Convened Meeting for shareholders of the Company (which will be held at the same 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 with or without modifications, the following resolution:-

#### ORDINARY RESOLUTION 1

##### PROPOSED INTERNAL REORGANISATION

**"THAT**, subject to the relevant regulatory approvals being obtained, and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to implement the following:

- (a) proposed share exchange of 90,000,000 ordinary shares in Central Industrial Corporation Berhad ("**CICB**") ("**CICB Share(s)**"), representing the entire issued share capital of CICB, with 90,000,000 new ordinary shares in Central Global Berhad ("**CGB**") ("**CGB Share(s)**"), on the basis of 1 new CGB Share for every 1 existing CICB Share held on an entitlement date to be determined and announced later; and
- (b) proposed assumption of the listing status of CICB by CGB, the admission of CGB to, and withdrawal of CICB from the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), with the listing of and quotation for 90,000,002 CGB Shares on the Main Market of Bursa Securities;

(collectively referred to as the "**Proposed Internal Reorganisation**"),

**THAT** the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all such acts, deeds and things as the Board may consider necessary, expedient or appropriate with full powers to:

- (a) execute, sign and deliver for and on behalf of the Company, any agreement in relation to the Proposed Internal Reorganisation and all such other agreements, deeds, instruments, undertakings, declarations and/or documents including any supplementary or variation agreements and documents (including, without limitation, the affixing of the Company's Common Seal in accordance with the Articles of Association of the Company, where necessary) in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Board in the best interest of the Company and to take such steps and do all such acts, deeds and things as it may deem necessary, expedient or appropriate in order to implement, finalise, give full effect to and complete the Proposed Internal Reorganisation;

**AND THAT** all previous actions taken by the Board for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

By Order of the Board

**CENTRAL INDUSTRIAL CORPORATION BERHAD**

**LIM SECK WAH (MAICSA 0799845)**

**KONG MEI KEE (MAICSA 7039391)**

Company Secretaries

Kuala Lumpur  
22 January 2019

#### Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 20 February 2019 shall be entitled to attend the Extraordinary General Meeting ("**EGM**") or appoint a proxy to attend, speak and vote on his behalf.
2. A member of the Company entitled to attend, speak and vote at the EGM is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint more than 2 proxies to attend at the same meeting. All voting will be conducted by way of poll. Where a member appoints 2 or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 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.
4. 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.
5. All forms of proxy must be deposited at the Office of the Company's Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.