

CENTRAL INDUSTRIAL CORPORATION BERHAD

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

NOTICE OF COURT CONVENED MEETING IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR ORIGINATING SUMMONS NO.: WA-24NCC-586-11/2018

In the matter of an application made by CENTRAL INDUSTRIAL CORPORATION BERHAD

(Company No.: 12186-K)

And

In the matter of a proposed scheme of arrangement pursuant to Section 366 of the Companies Act, 2016 between Central Industrial Corporation Berhad and the shareholders of Central Industrial Corporation Berhad

And

In the matter of Section 366 of the Companies Act, 2016

And

In the matter of Order 88 rule 2 of the Rules of Court, 2012

Central Industrial Corporation Berhad (Company No.: 12186-K)

...**Applicant**

NOTICE OF MEETING PURSUANT TO AN ORDER OF THE HIGH COURT OF MALAYA

(For Shareholders of the Applicant)

NOTICE IS HEREBY GIVEN THAT by an Order of the High Court of Malaya ("**Court**") dated 8 January 2019 ("**Order**") in respect of the above matter, the Court ordered a meeting to be convened for the shareholders ("**Court Convened Meeting**") of the Applicant ("**CICB**" or the "**Company**") for the purpose of considering and, if thought fit, approving a scheme of arrangement proposed between the Company and its shareholders ("**Proposed Scheme of Arrangement**") pursuant to Section 366(1) of the Companies Act, 2016 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for the Applicant's shareholders:-

"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:

- proposed share exchange of 90,000,000 ordinary shares in 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
- proposed assumption of the listing status of CICB by CGB and 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:

- 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, declaration 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
- 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 in any manner 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."

The Court Convened Meeting is to 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 10.00 a.m. or at any adjournment thereof.

A copy of the Explanatory Statement/Circular to shareholders detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 369 of the Act is incorporated in the Explanatory Statement/Circular to shareholders dated 22 January 2019 ("**Document**"). Additional copies of the Document can be obtained either from 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, on any day from the date of the Document up to the date of the Court Convened Meeting for shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays). The resolution to be voted upon and approved in the Court Convened Meeting shall be decided by way of poll.

The shareholders may vote in person at the Court Convened Meeting or they may appoint their proxy(ies) to attend and vote in their stead. A Form of Proxy for the Court Convened Meeting is enclosed in the Document.

The Form 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, at least 48 hours before the time appointed for the Court Convened Meeting or at any adjournment thereof.

By the Order of the Court, the Court has appointed Dr. Uzir Bin Abdul Malik (NRIC No. 441202-01-5395) being the Chairman of the Company or failing him, Mr. Wong Yuk Thin (NRIC No. 601207-10-5795), being the Managing Director of the Company, to act as the Chairperson of the Court Convened Meeting and that the approval of the Shareholder obtained at the Court Convened Meeting be notified to the Court after the Court Convened Meeting.

The Company is then at liberty to apply for an order from the court to sanction the Proposed Scheme of Arrangement.

Date: 22 January 2019

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Notes:

- Only depositors whose names appear in the Record of Depositors as at 20 February 2019 shall be entitled to attend the Court Convened Meeting or appoint a proxy to attend, speak and vote on his behalf.
- A member of the Company entitled to attend, speak and vote at the Court Convened Meeting 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.
- 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.
- 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.
- 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 the Court Convened Meeting or any adjournment thereof.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Court Convened Meeting or any adjournment thereof, a member of the Company:

- consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Court Convened Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Court Convened Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.