



# Central Global Berhad

201801036114 (1298143-T)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting of the Company will be conducted on a fully virtual basis at the Broadcast Venue at Level 36, Hyatt House Kuala Lumpur, Mont' Kiara, G-2, Arcoris, No. 2, Jalan Kiara, Mont' Kiara 50480, Kuala Lumpur on Tuesday, 22 June 2021 at 10:00 a.m. for the purpose of considering the following businesses:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 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 amounting to RM471,000.00 from 1 July 2021 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) Dato' Faisal Zelman bin Abdul Malik (Clause 79) **Ordinary Resolution 2**  
(ii) Mr. Tan Yeang Tze (Tobby) (Clause 79) **Ordinary Resolution 3**  
(iii) Mr. Lee Keang Loon (Clause 79) **Ordinary Resolution 4**
- To appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company in place of the retiring auditors, Messrs KPMG PLT and to authorize the Directors to fix their remuneration. **Ordinary Resolution 5**

#### AS SPECIAL BUSINESS

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

#### 5. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"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 20% 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."

**Ordinary Resolution 6**

- 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)**  
**WONG MEI KEE (SSM PRACTICING CERTIFICATE NO. 202008002882) (MAICSA 7039391)**  
**KONG YOUN KIM (SSM PRACTICING CERTIFICATE NO. 201908000410) (MAICSA 7018778)**  
Company Secretaries

Kuala Lumpur

Dated this 31st day of May 2021

#### 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 in the Second Annual General Meeting will therefore have to register via the link <https://vps.megacorp.com.my/9jy3v1>. Kindly refer to the annexure of the Administrative Details for further information. All voting will be conducted by way of poll.
- Only depositors whose names appear in the Record of Depositors as at 16 June 2021 shall be entitled to attend the Second Annual General 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 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.
- (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/9jy3v1> to submit the proxy appointment electronically not later than Sunday, 20 June 2021 at 10.00 a.m. Kindly refer to the annexure of the Administrative Details 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](mailto:AGM-support.CGB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or 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.
- Re-election of Directors who retire by rotation in accordance with the Company's Constitution:**  
As the retiring Director, Dato' Tan Yee Boon has expressed his intention not to seek for re-election, the resolution pertaining to his re-election pursuant to Clause 78 of the Company's Constitution is not put up for members' consideration at this meeting and he will retain his office as Director until the conclusion of the Second Annual General Meeting.
- The retiring auditors, Messrs KPMG PLT has indicated that they are not seeking re-appointment and will hold office until the conclusion of this Second Annual General Meeting of the Company. The Board of Directors and the Audit and Risk Management Committee after having considered the profile, adequacy of the resources and experience of Messrs Baker Tilly Monteiro Heng PLT, are of the opinion that Messrs Baker Tilly Monteiro Heng PLT will be able to meet the audit obligations of the Company in compliance with the Listing Requirements and provisions of the Companies Act 2016, be appointed as the new Auditors of the Company.
- Authority to allot shares pursuant to Section 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 6 is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at any point of time ("20% General Mandate"). This 20% General Mandate, unless revoked or varied at general meeting, will expire at the next Annual General Meeting.  
The 20% General Mandate is pursuant to temporary relief measures due to COVID-19 pandemic issued by Bursa Malaysia Securities Berhad on 16 April 2020. The temporary relief measures may be utilised until 31 December 2021, after that the 10% limit under paragraph 6.03 (1) of the Main Market Listing Requirements will be reinstated.  
The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities. The Company has exercised the said authority obtained in the last Annual General Meeting held on 16 July 2020 via private placement. However, the Company has yet to complete this fund raising exercise and no proceeds have been raised as at the date of this annual report.

## Administrative Details

### ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL 2nd ANNUAL GENERAL MEETING (“AGM”)

**Date** : Tuesday, 22 June 2021

**Time** : 10.00 a.m.

**Broadcast Venue** : Level 36, Hyatt House Kuala Lumpur, Mont’ Kiara, G-2, Arcoris, No.2, Jalan Kiara, Mont’ Kiara 50480, Kuala Lumpur

#### Mode of Meeting

In light of the COVID-19 outbreak and as part of our safety measures, the 2nd AGM of Central Global Berhad (“Company”) will be conducted on a fully virtual basis via live streaming and online voting from the Broadcast Venue.

The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 2nd AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 2nd AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

**You may email your questions in relate to matters of discussion in the AGM in advance to the Company.**

#### REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholders/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate in the 2nd AGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate at the 2nd AGM online:



1. Open this link <https://vps.megacorp.com.my/9jy3v1> or scan the QR code above and submit all the details requested at least twenty-four (24) hours before the time of the 2nd AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Form of Proxy at the office of Poll Administrator, Mega Corporate Services Sdn Bhd (“MegaCorp”) at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email [support.CGB@megacorp.com.my](mailto:support.CGB@megacorp.com.my) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, and in default the instrument of proxy shall not be treated as valid.
4. For corporate shareholders / Nominee Accounts, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive two (2) emails:
  - i. Webinar session link (to join the virtual meeting); and
  - ii. DBF (for remote voting purposes).

## **POLL VOTING**

The voting will be conducted by a poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn Bhd as Scrutineers to verify the poll results.

For the purpose of the 2nd AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 2nd AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 2nd AGM, the Scrutineers will verify the poll results after which the Chairman of the 2nd AGM will announce the results of the resolutions.

## **RECORD OF DEPOSITORS FOR THE AGM**

The date of Record of Depositors for the 2nd AGM is 16 June 2021. As such, only members whose names appear in the Record of Depositors as at 16 June 2021 shall be eligible to participate, speak and vote at the 2nd AGM.

## **NO REFRESHMENTS AND NO DOOR GIFTS**

There will be no distribution of refreshments and door gifts for the 2nd AGM of the Company.

## **ENQUIRY**

If you have any enquiries prior to the 2nd AGM, please contact the following persons during office hours:

### **Poll Administrator**

Mega Corporate Services Sdn. Bhd.

Mr Alfred Devan John or Encik Norhisham Abdul Hamid

Telephone No. : (03) 2692 4271 / 26948984

Facsimile No. : (03) 2732 5388

E-mail : AGM-support.CGB@megacorp.com.my

### **Central Global Berhad**

Ms Yeoh Yuan Ting

Telephone No. : (03) 9171 8966

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