



Central Global Berhad

Registration No. 201801036114 (1298143-T)
Incorporated in Malaysia

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Third 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 DwiTasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur on Tuesday, 21 June 2022 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 2021 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 2022 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:-
 - Mr. Lee King Loon (Clause 78) **Ordinary Resolution 2**
 - YM Tengku Dato' Indera Abu Bakar Ahmad bin Tengku Abdullah (Clause 79) **Ordinary Resolution 3**
 - Mr. Chew Hian Tat (Clause 79) **Ordinary Resolution 4**
 - Mr. Lee Swee Meng (Clause 79) **Ordinary Resolution 5**
 - Encik Sahari bin Ahmad (Clause 79) **Ordinary Resolution 6**
 - Mr. Lee Chee Vui (Clause 79) **Ordinary Resolution 7**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

AS SPECIAL BUSINESS

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

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 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."

Ordinary Resolution 9

6. PROPOSED ALLOCATIONS OF SHARE OPTIONS AND/OR SHARE AWARDS TO THE DIRECTORS OF CGB ("PROPOSED ALLOCATIONS")

"THAT, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Long-Term Incentive Scheme ("LTIS" or "Scheme") ("LTIS Committee") in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of Shares in the Company which will be vested to the Directors at a future date and to allot and issue such number of options, Shares and/or the equivalent cash value or combinations thereof comprised in the LTIS granted to the following Directors from time to time:-

- Mr. Chew Hian Tat, Group Managing Director **Ordinary Resolution 10**
- Mr. Lee Chee Vui, Executive Director **Ordinary Resolution 11**
- Mr. Lee Swee Meng, Independent Non-Executive Director **Ordinary Resolution 12**
- Encik Sahari bin Ahmad, Independent Non-Executive Director **Ordinary Resolution 13**

PROVIDED ALWAYS THAT:-

- he must not participate in the deliberation or discussion of his own allocation to be issued under the LTIS;
- not more than 10% of the total number of CGB Shares to be issued under the LTIS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued CGB Shares (excluding treasury shares);
- not more than 70% of the total number of Shares to be issued under the LTIS shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the LTIS Committee from time to time);
- it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws; and
- the Directors and senior management of the Group and members of the LTIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any."

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocations above with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocations as above as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

- 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 29th day of April 2022

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 Third Annual General Meeting will therefore have to register via the link <https://vps.megacorp.com.my/eD10hX>. Kindly refer to the annexure of the Administrative Details for further information.
- Only depositors whose names appear in the Record of Depositors as at 14 June 2022 shall be entitled to attend the Third 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/eD10hX> submit the proxy appointment electronically not later than 19 June 2022 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 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.
- Authority to allot shares pursuant to Section 75 and 76 of the Companies Act 2016
The proposed Ordinary Resolution 9 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, 11,864,000 ordinary shares at an average price of RM1.10 each were issued by way of private placement ("Private Placement") pursuant to the mandate granted to the Directors at the last Annual General Meeting on 22 June 2021. Total proceeds of RM13,025,366 was raised and RM10,890,552 has been utilised from the Private Placement.
- Proposed Allocations of Share Options and/or Share Awards to the Directors of CGB**
The Long-Term Incentive Scheme ("LTIS") was approved at the Extraordinary General Meeting held on 27 October 2021. The proposed Ordinary Resolutions 10 to 13, if passed, will allow the following Directors of the Company to participate in the LTIS of the Company. The following Directors will abstain from voting on this resolution in respect of their direct and indirect shareholdings in the Company, if any:-
 - Mr. Chew Hian Tat, Group Managing Director
 - Mr. Lee Chee Vui, Executive Director
 - Mr. Lee Swee Meng, Independent Non-Executive Director
 - Encik Sahari bin Ahmad, Independent Non-Executive Director

ADMINISTRATIVE DETAILS

ADMINISTRATIVE GUIDE FOR THE ANNUAL GENERAL MEETING ("AGM")

Date : **Tuesday, 21 June 2022**
AGM Time : **10.00 a.m.**
Broadcast Venue: **A5-06 Block A, Plaza DwiTasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur**

Voting via Digital Ballot Form at a Fully Virtual AGM

1. In view of the Coronavirus Disease (COVID-19) pandemic and as part of our safety measures, the Third AGM ("3rd AGM") of Central Global Berhad ("the Company") will be conducted on a virtual basis through remote participation and electronic voting from the Broadcast Venue ("Online AGM").
2. This is a virtual Meeting. No shareholders/proxies are allowed to be present at the Broadcast Venue. Shareholders who wish to participate at the AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/eD10hX> (please refer to paragraph 5 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form ("DBF")**.
3. With the DBF, you may exercise your right as a shareholder of the Company to vote remotely during the AGM, at the comfort of your home or from any location.
4. Shareholders may use the Questions' Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the AGM:
AGM-support.CGB@megacorp.com.my

Registration Procedure

5. Kindly follow the steps below to ensure that you are able to obtain your DBF and the meeting link to log in to the Live-Streaming session to participate and vote remotely during the AGM online:
 - a. Open this link <https://vps.megacorp.com.my/eD10hX>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the AGM.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least 48 hours before the date of the AGM at:
Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;
Submit via e-mail to:
AGM-support.CGB@megacorp.com.my
- d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors ("ROD") for the AGM

6. The date of ROD for the AGM is Tuesday, 14 June 2022. As such, only shareholders whose name appear in the ROD shall be entitled to participate and vote at the AGM, or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

Poll Voting

7. The voting of the AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.

ADMINISTRATIVE DETAILS (Cont'd)

ADMINISTRATIVE GUIDE FOR THE ANNUAL GENERAL MEETING ("AGM")

Poll Voting (Cont'd)

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

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : **AGM-support.CGB@megacorp.com.my**
Tel : +60 (3) 2692 4271
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136