



# Central Global Berhad

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



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Central Global Berhad (“CGB” or “Company”) will be conducted on a fully 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 10:30 a.m.** or immediately after the conclusion or adjournment (as the case may be) of the Third Annual General Meeting of the Company which will be held at the same broadcast 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 the resolution below with or without modification:

### ORDINARY RESOLUTION 1

**PROPOSED FREE WARRANTS ISSUE UP TO 65,403,155 FREE WARRANTS (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING SHARES HELD BY THE SHAREHOLDERS OF CGB WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED FREE WARRANTS ISSUE”)**

“**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of CGB (“**Board**”) to issue up to 65,403,155 Warrants on the basis of 1 Warrant for every 2 existing Shares held by the shareholders of CGB whose names appear on the record of depositors of the Company on an entitlement date to be determined later;

**THAT** the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants (“**Deed Poll**”) with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new CGB Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

**THAT** fractional entitlements arising from the Proposed Free Warrants Issue, if any, shall be disregarded and dealt with in such a manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

**THAT** the new CGB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing CGB Shares, save and except that the holders of the new CGB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new CGB Shares arising from the exercise of the Warrants;

**THAT** the Board be and is hereby authorised to utilise the proceeds raised from the exercise of the Warrants for such purpose and in such manner as set out in **Section 4.1** of the circular, with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (if required) to the approval of the relevant authorities and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate, and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Free Warrants Issue, with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

### ORDINARY RESOLUTION 2

**PROPOSED PRIVATE PLACEMENT OF UP TO 39,241,800 NEW ORDINARY SHARES IN CGB (“SHARES”) (“PLACEMENT SHARES”), REPRESENTING NOT MORE THAN 30% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue up to 39,241,800 Placement Shares, representing not more than 30% of the enlarged total number of issued Shares (excluding treasury shares, if any) at an issue price to be determined later;

**THAT** any pre-emptive right to the Placement Shares that each shareholder of CGB may have pursuant to Companies Act 2016 and/or constitution of CGB be hereby waived;

**THAT** approval be and is hereby given to the Board to determine the issue price of the Placement Shares and at a discount of not more than 10% to the 5-day weighted average market price of CGB Shares immediately preceding the price-fixing date;

**THAT** the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing CGB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid by CGB prior to the date of allotment and issuance of the Placement Shares;

**THAT** the Board be and is hereby authorised to utilise the proceeds from the Proposed Private Placement for the purposes set out in **Section 4.2** of the circular and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of CGB, subject to the approvals of relevant authorities (where required) being obtained;

**AND THAT** the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate, and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Private Placement, with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

### By Order of the Board

Lim Seck Wah (MAICSA 0799845) (SSM Practicing Certificate No. 202008000054)  
Kong Mei Kee (MAICSA 7039391) (SSM Practicing Certificate No. 202008002882)

Company Secretaries

Kuala Lumpur  
7 June 2022

### Notes:

- (i) *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 meeting will therefore have to register via the link <https://vps.megacorp.com.my/eD10hX>. Kindly refer to the annexure of the Administrative Guide for further information.*
- (ii) *Only depositors whose names appear in the Record of Depositors as at 14 June 2022 shall be entitled to attend the meeting or appoint a proxy to attend, speak and vote on his behalf. All voting will be conducted by way of poll.*
- (iii) *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.*
- (iv) (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.*
- (v) *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.*
- (vi) *Except for body corporate, you have the option to register directly at <https://vps.megacorp.com.my/eD10hX> to submit the proxy appointment electronically not later than 19 June 2022 at 10:30 a.m. Kindly refer to the annexure of the Administrative Details for further information.*
- (vii) *All Form of Proxy must be deposited at the Company’s Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250, Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to [EGM-support.CGB@megacorp.com.my](mailto:EGM-support.CGB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*

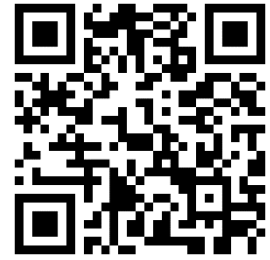
### Voting by Poll

Pursuant to Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, the resolution set out in this Notice are to be voted by poll.



## Central Global Berhad

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



### ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING

Date : **Tuesday, 21 June, 2022**  
EGM Time : **10:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Third Annual General Meeting of the Company which will be held at the same broadcast venue and on the same day at 10:00 a.m., whichever is later**  
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 EGM**

1. In view of the Coronavirus Disease (COVID-19) pandemic and as part of our safety measures, the Extraordinary General Meeting (“EGM”) of Central Global Berhad (“the Company”) will be conducted on a virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online EGM”).
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 EGM 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 EGM, 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 EGM:  
**[EGM-support.CGB@megacorp.com.my](mailto:EGM-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 EGM 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 EGM.
  - 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 EGM.
  - 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 EGM 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:

**EGM-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 EGM

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

## Poll Voting

7. The voting of the EGM 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.

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 EGM, 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 : **EGM-support.CGB@megacorp.com.my**

Tel : +60 (3) 2692 4271

Alfred : +60 (12) 912 2734

Hisham : +60 (12) 252 9136