

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Citaglobal Berhad (*formerly known as WZ Satu Berhad*) (“**Citaglobal**” or “**Company**”) will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 6 October 2022 at 10:00 a.m. or any adjournment thereof, for the following purpose of considering and if thought fit, passing with or without any modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY CITAGLOBAL OF THE ENTIRE EQUITY INTEREST IN CITAGLOBAL ENGINEERING SERVICES SDN BHD (“SALE SHARES”) FOR A PURCHASE CONSIDERATION OF RM140,000,000, TO BE SATISFIED VIA THE ISSUANCE OF 736,842,105 NEW ORDINARY SHARES IN CITAGLOBAL (“CITAGLOBAL SHARE(S)”) AT AN ISSUE PRICE OF RM0.19 EACH (“PROPOSED ACQUISITION”)

“THAT subject to the approvals of all relevant regulatory authorities and/or third parties being obtained (where required), and the conditions precedent in the conditional share purchase agreement dated 15 June 2022 (as varied and supplemented by a supplemental agreement dated 29 July 2022 and a supplemental letter agreement dated 15 September 2022) entered into between Citaglobal, TIZA Global Sdn. Bhd. (*formerly known as Citaglobal Sdn. Bhd.*) (“**Vendor**”), YBhg. Tan Sri Dato’ Sri (Dr.) Mohamad Norza bin Zakaria (“**TS Norza**”) and Mettitz Capital Sdn. Bhd. (“**GSB Vendor**”) in relation to the Proposed Acquisition (“**SPA**”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to Citaglobal to acquire the Sale Shares from the Vendor for a purchase consideration of RM140,000,000 to be satisfied via the issuance of 736,842,105 new Citaglobal Shares (“**Consideration Shares**”) at an issue price of RM0.19 each, subject to the terms and conditions as set out in the SPA;

THAT pursuant to the terms of the SPA, approval be and is hereby given to the Board of Directors of Citaglobal (“**Board**”) to allot and issue the Consideration Shares to the Vendor and GSB Vendor for the purpose of satisfying the purchase consideration for the Proposed Acquisition, in accordance with the terms and conditions of the SPA;

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in Citaglobal, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions which may be declared, made or paid to the shareholders of Citaglobal, for which the entitlement date for the said distributions precedes the date of allotment and issuance of the Consideration Shares;

THAT authority be and is hereby given to the Board to assent to any modifications to the SPA and to sign and execute any other ancillary agreements and documents in relation thereto, for and on behalf of the Company;

THAT under section 85(1) of the Companies Act 2016 read together with Clause 14 of the Constitution of the Company, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“**pre-emptive rights**”) and accordingly, should this resolution for the allotment and issuance of the Consideration Shares be passed by shareholders of the Company, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their pre-emptive rights in respect of the new Consideration Shares to be allotted and issued by the Company pursuant to the Proposed Acquisition, provided however that if following the passing of this resolution this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

AND THAT the Board (save for TS Norza and Encik Ikhlas bin Kamarudin (“**En. Ikhlas**”) being the interested directors) be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company the SPA and all such agreements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations, guarantees, documents and/or arrangements, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters (including without limitations, the affixation of the Company’s Common Seal in accordance with the Company’s Constitution) as they may consider necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Acquisition under the terms and conditions of the SPA with full powers to negotiate, approve, agree and/or assent to any condition, modification, variation and/or amendment thereto in any manner as the Board (save for TS Norza and En. Ikhlas being the interested directors) may deem fit and/or may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s) in connection with the Proposed Acquisition, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board (save for TS Norza and En. Ikhlas being the interested directors) may deem necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED CONSOLIDATION OF EVERY FIVE (5) CITAGLOBAL SHARES INTO ONE (1) CITAGLOBAL SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of all relevant authorities and or parties being obtained, where required, the Board be and is hereby authorised to consolidate every five (5) Citaglobal Shares held by the entitled shareholders of Citaglobal whose names appear on the Record of Depositors of the Company as at the closed of business on an entitlement date to be determined by the Board and announced later by the Company, into one (1) Consolidated Share and such Consolidated Shares shall rank equally in all respects with one another;

THAT as the Proposed Share Consolidation will give rise to adjustments to Citaglobal’s existing irredeemable convertible preference shares constituted by the Constitution (“**ICPS**”), warrants A (2014/2024) constituted by the deed poll dated 9 October 2014 (“**Deed Poll A**”) (“**Warrants A**”) and warrants B (2021/2031) constituted by the deed poll dated 24 March 2021 (“**Deed Poll B**”) (“**Warrants B**”) in accordance with the terms of the ICPS, Warrants A and Warrants B as stated in the Constitution, Deed Poll A and Deed Poll B respectively, such consolidated ICPS, consolidated Warrants A and consolidated Warrants B following the completion of the Proposed Share Consolidation shall respectively, rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

THAT any fractional entitlements for the Consolidated Shares, consolidated ICPS, Consolidated Warrants A and consolidated Warrants B that may arise from the Proposed Share Consolidation, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit and/or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interest of the Company, with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be imposed or required by the relevant authorities, and to deal with all matters relating thereto and to take all steps and actions in any manner as the Board may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation.”

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
YAU JYE YEE (MAICSA 7059233) (SSM PC NO. 202008000733)
Yau Secretaries

Kuala Lumpur
Dated: 21 September 2022

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on **29 September 2022** shall be eligible to participate, speak and vote at the EGM (“**Meeting**”).
- A member entitled to participate and vote at the Meeting is entitled to appoint more than one (1) proxy to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to participate and vote at the Meeting is entitled to appoint any person as his proxy to participate and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- Appointment of proxy

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited not less than forty-eight (48) hours before the time for holding the Meeting or adjournment thereof through either one of the following avenues:

- To be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan; or
 - To be submitted via fax at +603 20949940 or +603 2095 0292 or email to eservices@sshsb.com.my.
7. If you have submitted your proxy form(s) and subsequently decide to appoint another person or wish to participate in the EGM by yourself, please write in to eservices@sshsb.com.my to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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”), (ii) 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 (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.