



CITAGLOBAL
Empowering The Future

CITAGLOBAL BERHAD
(formerly known as WZ Satu Berhad)
[Registration No. 200401027590 (666098-X)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM" or "Meeting") of Citaglobal Berhad (formerly known as WZ Satu Berhad) ("the Company") will be conducted on a **fully virtual basis** vide the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> on Monday, 17 April 2023 at 10:00 a.m. for the following purposes:-

AGENDA

ORDINARY RESOLUTION

(Please refer to Explanatory Notes)

WAIVER OF THE PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85 OF THE COMPANIES ACT 2016 ("THE ACT") READ TOGETHER WITH CLAUSE 14 OF THE CONSTITUTION OF THE COMPANY ("CONSTITUTION")

"THAT further to the approval granted by the shareholders of the Company on the authority empowering the Directors of the Company ("Directors") to, subject always to the Act, the Constitution and approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, issue and allot new ordinary shares of the Company ("Citaglobal Shares") from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of Citaglobal Shares issued pursuant thereto shall not exceed 10% of the total number of issued Citaglobal Shares for the time being at the Seventeenth (17th) Annual General Meeting of the Company ("AGM") held on 31 May 2022 ("General Mandate"), approval be and is hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 14 of the Constitution, over all new Citaglobal Shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued Citaglobal Shares, being in proportion as nearly as the circumstances admit, to the amount of the existing Citaglobal Shares or securities held by the shareholders of the Company as at the date of issuance and allotment of such new Citaglobal Shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights").

THAT the Company be exempted from the obligation to offer such new Citaglobal Shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights.

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company."

By Order of the Board

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

Kuala Lumpur
Dated: 31 March 2023

Explanatory Notes:

Ordinary Resolution

Waiver of the Pre-emptive Rights Over New Ordinary Shares in the Company under Section 85 of the Act read together with Clause 14 of the Constitution of the Company

The Company had at its Seventeenth (17th) AGM held on 31 May 2022 obtained an approval from the shareholders of the Company on the General Mandate, whereby Directors of the Company are empowered to issue and allot new Citaglobal Shares from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of Citaglobal Shares issued pursuant thereto shall not exceed 10% of the total number of issued Citaglobal Shares for the time being, subject always to the Act, the Constitution and approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, which shall continue to be in force until the conclusion of the next AGM of the Company.

Subsection 85(f) of the Act states that "Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders".

It is also provided under Clause 14 of the Constitution of the Company that subject to any direction to the contrary that may be given by the Company in general meeting and subject always to the Constitution and the Act, all new shares or other securities shall, before issue, be offered to Members who 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.

Accordingly, the Company wishes to seek the approval from the shareholders of the Company to waive their pre-emptive rights under Section 85 of the Act read together with Clause 14 of the Constitution insofar as the exercise by the Company of the General Mandate to issue and allot new Citaglobal Shares is concerned, for the Company to issue new Citaglobal Shares to any person, whether is a member or not, in such numbers or proportions as the Directors may determine under the General Mandate. As such, by approving the ordinary resolution on "Waiver of the Pre-emptive Rights over New Ordinary Shares in the Company under Section 85 of the Act read together with Clause 14 of the Constitution of the Company", the shareholders have and shall be deemed to have irrevocably and unconditionally waived their Pre-emptive Rights.

Notes:

- The EGM will be conducted on a fully virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal's platform at <https://sshsb.net.my/>. Please read carefully and follow the procedures provided in the Administrative Guide to register, participate and vote remotely via the RPV facilities.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 April 2023 ("General Meeting Record of Depositors") shall be eligible to participate, speak and vote at the 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 appointment 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.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded to by the Chairman, Board of Directors and/or Management during 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 and registration for remote participation and voting

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:-

- In hard copy Form of Proxy**
 - To be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, 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.
 - By Electronic Form of Proxy**

To be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/>. Please refer to the Administrative Guide that is enclosed together with this Notice for further details.
- Should you wish to personally participate in the EGM remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by the registration cut-off date and time. Please follow the procedures provided in the Administrative Guide for the EGM to register, participate, speak and vote remotely.
 - 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 not less than twenty-four (24) 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.