

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting (“**AGM**”) of the Company will be held at State Room 2, M Resort & Hotel Kuala Lumpur, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur on Tuesday, 30 May 2023 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (1)]
2. To approve the payment of Directors’ fees to the Directors of the Company and its subsidiaries amounting to RM850,000 for the period from 1 July 2023 to 30 June 2024. (Resolution 1)
3. To approve the payment of benefits payable to the Directors up to an amount of RM120,000 for the period from 1 July 2023 to 30 June 2024. (Resolution 2)
4. To re-elect the following Directors who retire by rotation in accordance with Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Encik Rosli Bin Shafiei (Resolution 3)
 - (b) Datuk Idris Bin Haji Hashim J.P. (Resolution 4)
5. To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 5)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolution: -

6. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER
OF PRE-EMPTIVE RIGHTS** (Resolution 6)

“**THAT** subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company 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 shares issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (“**General Mandate**”);

THAT 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 the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares (“**Pre-emptive Rights**”), be irrevocably and unconditionally waived (“**Waiver of Pre-emptive Rights**”);

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

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(Continued)

AND THAT the Directors and/or the Company Secretaries 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;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

7. To transact any other ordinary business of which due notice shall have been given.

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: 28 April 2023

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **19 May 2023** (“**General Meeting Record of Depositors**”) shall be eligible to participate, speak and vote at the Meeting.
2. 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.
3. 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 at the main venue of the 18th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded to by the Chairman, Board of Directors and/or Management during the Meeting and/or after the Meeting in writing.

4. 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.
5. 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.
6. Appointment of proxy and registration for 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:-

NOTICE OF ANNUAL GENERAL MEETING

(Continued)

(i) In hard copy Form of Proxy

(a) 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

(b) 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 18th AGM by yourself, please write to eservices@sshsb.com.my to revoke the earlier appointed proxy twenty-four (24) hours before this Meeting.

Explanatory Notes: -

1. Audited Financial Statements for the financial year ended 31 December 2022

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Resolutions 1 and 2 - Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act provides amongst others, that the fees of the Directors, and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at the general meeting.

The Nomination and Remuneration Committee ("NRC") recommended and the Board of Directors of the Company affirmed that the Directors' fees of RM850,000 to the Directors of the Company and its subsidiaries for the period from 1 July 2023 to 30 June 2024 be recommended to the shareholders for approval at the 18th AGM.

The proposed Resolution 1, if approved, will authorise the payment of the Directors' fees to the Directors of the Company for the period from 1 July 2023 to 30 June 2024 and to be payable on a monthly basis in arrears after each month of completed service of the Directors.

The proposed Resolution 2, if approved, will authorise the payment of Directors' benefits to the Non-Executive Directors ("NEDs") of the Company. The Directors' benefits payable comprises meeting allowance based on the current Board size, the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees, the number of NEDs involved in the meetings and other benefits-in-kind payable to the NEDs.

In the event that the Directors' benefits payable proposed are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting for additional Directors' benefits to meet the shortfall.

NOTICE OF ANNUAL GENERAL MEETING

(Continued)

3. Resolutions 3 and 4 - Re-election of Directors

Clause 118 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 18th AGM, the NRC has considered the following:-

- (i) Directors' self-assessment and peer-to-peer performance evaluation;
- (ii) Evaluation of the effectiveness of the Board as a whole and the Committees of the Board; and
- (iii) For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

The Board approved the NRC's recommendation for the retiring Directors pursuant to Clause 118 of the Constitution of the Company. All the retiring Directors have consented to their re-election and abstained from deliberation as well as the decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.

4. Resolution 5 - Re-appointment of Auditors

The Audit Committee assessed the suitability and independence of the External Auditors and recommended the re-appointment of Baker Tilly Monteiro Heng PLT as the External Auditors of the Company for the financial year ending 31 December 2023. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at the forthcoming 18th AGM of the Company under Resolution 5.

5. Resolution 6 - Authority to Issue Shares Pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The proposed Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Seventeenth (17th) AGM of the Company held on 31 May 2022 ("**Previous Mandate**") to issue and allot 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 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**General Mandate**").

Pursuant to the Previous Mandate, the Company has undertaken a placement of 37,956,885 new ordinary shares at the subscription price of RM1.32 with a total gross proceed of RM50,103,088.20.

Details of the private placement are disclosed under the Additional Compliance Information section of the Annual Report.

The new General Mandate will enable the Directors to take swift action for the allotment of shares for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

The proposed Resolution 6, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under general mandate without having to offer the new shares to all existing shareholders of the Company prior to issuance of the new shares.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 18th AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

FORM OF PROXY



CITAGLOBAL

Registration No. (200401027590) (666098-X)
(Incorporated in Malaysia)

CDS Account No.	
Number of ordinary shares held	

*I/We (full name), _____
bearing *NRIC No./Passport No./Company No. _____
of (full address) _____

being a *member/members of Citaglobal Berhad (*formerly known as WZ Satu Berhad*) ("**the Company**") hereby appoint: -

First Proxy "A"

Full Name	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

and/or failing *him/her,

Second Proxy "B"

Full Name	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

100%

or failing *him/her, the *Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Eighteenth (18th) Annual General Meeting of the Company to be held at State Room 2, M Resort & Hotel Kuala Lumpur, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur on Tuesday, 30 May 2023 at 10:00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the spaces provided below as to how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

Resolution	Agenda	For
1	To approve the payment of Directors' fees to the Directors of the Company and its subsidiaries amounting to RM850,000 for the period from 1 July 2023 to 30 June 2024.	
2	To approve the payment of benefits payable to the Directors up to an amount of RM120,000 for the period from 1 July 2023 to 30 June 2024.	
3	To re-elect Encik Rosli Bin Shafiei as a Director of the Company.	
4	To re-elect Datuk Idris Bin Haji Hashim J.P. as a Director of the Company.	
5	To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company.	
As Special Business		
6	Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.	

As witness my/our hand(s) this day _____ of _____ 2023.

*Signature of Member /Common Seal

*Strike out whichever not applicable

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The Share Registrar

CITAGLOBAL BERHAD Registration No. (200401027590) (666098-X)
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur.

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6. Appointment of proxy and registration for remote participation and voting

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