

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

MINUTES of the Extraordinary General Meeting (“EGM”) of Central Global Berhad (“CGB” or “the Company”) conducted on a virtual basis at the Broadcast Venue at A5-06, Block A, Plaza DwiTasik, Jalan 5/106B, Bandar Sri Permaisuri, 56000 Kuala Lumpur on Wednesday, 30 March 2022 at 10:00 a.m.

DIRECTORS PRESENT	: Dato' Faisal Zelman bin Datuk Abdul Malik (Chairman of the Meeting) Mr. Chew Hian Tat Mr. Lee King Loon YM Tengku Dato' Indera Abu Bakar bin Tengku Abdullah Encik Sahari bin Ahmad
ABSENT WITH APOLOGIES	: Mr. Lee Swee Meng
IN ATTENDANCE	: Ms. Lim Seck Wah (Secretary) Ms. Kong Mei Kee (Secretary)
BY INVITATION	: As per Attendance List
SHAREHOLDERS/PROXIES	: As per Attendance List

CHAIRMAN

The Chairman of the Company, Dato' Faisal Zelman bin Datuk Abdul Malik (“Dato’ Chairman”) took the chair and called the meeting to order. He welcomed and thanked the members, proxies and invited guests for participating remotely from various locations through live streaming.

Dato’ Chairman informed that due to the COVID-19 pandemic and for the concern of health and safety of members, directors, employees and all personnel involved, this EGM was conducted on a virtual basis. Dato’ Chairman proceeded to introduce the Board members included those participated remotely in the meeting.

Dato’ Chairman further informed that the Company Secretaries, the Advisers and Senior Management team were also participated remotely.

QUORUM

Pursuant to Clause 63 of the Company’s Constitution, two (2) members present in person or by proxy shall constitute a quorum for the meeting.

As the requisite quorum was present, Dato’ Chairman declared the EGM duly convened.

NOTICE

The Notice of EGM dated 16 March 2022 having been circulated to all members within the statutory period, was taken as read.

Dato' Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements the ("MMLR") of Bursa Malaysia Securities Berhad, the resolution tabled at this EGM would be voted by way of poll which would be conducted electronically provided by Mega Corporate Services Sdn. Bhd., the appointed Poll Administrator and would be verified by Cygnus Technology Solutions Sdn. Bhd. who has been appointed as the Independent Scrutineer.

Dato' Chairman invited all participants to post questions in the Questions pane of the webinar where the Board members would address the questions during the Question & Answer session after tabling the resolution. Dato' Chairman informed that for those questions which are unable to be addressed in this EGM, the management would reply by email as soon as possible after the meeting.

Dato' Chairman informed that shareholders and proxies who have registered via the designated link, should have received an email on Digital Ballot Form (DBF) together with the remote-voting guide on how to cast the votes. The voting on the resolutions could be done at any time throughout the meeting until the closure of the voting session.

BUSINESS OF THE MEETING

1. ORDINARY RESOLUTION - PROPOSED ACQUISITION

Dato' Chairman informed that the purpose of this EGM was to obtain the shareholders' approval for the Proposed Acquisition by CIC Construction Sdn. Bhd. ("CICC"), a wholly-owned subsidiary of CGB, of 70% equity interest in RYRT International Sdn. Bhd. ("RYRT International") from RYRT Holdings Sdn. Bhd. for a total purchase consideration of Ringgit Malaysia Thirty Million One Hundred Thousand (RM30,100,000.00) to be satisfied wholly by issuance of up to Twenty-Eight Million Nine Hundred Forty-Two Thousand Three Hundred and Eight (28,942,308) new ordinary shares in CGB ("Consideration Share(s)") at an issue price of RM1.04 per Consideration Share.

The purchase consideration is to be satisfied by CICC in the following manner:-

- (i) 50% of the purchase consideration amounting to Ringgit Malaysia Fifteen Million Fifty Thousand (RM15,050,000) will be settled by CICC where CICC will cause CGB to issue Fourteen Million Four Hundred Seventy-One Thousand One Hundred and Fifty-Four (14,471,154) Consideration Shares to the vendor, RYRT Holdings Sdn. Bhd. at the issue price of RM1.04 each on the completion date of the sale and purchase agreement; and
- (ii) the remaining 50% of the purchase consideration amounting to Ringgit Malaysia Fifteen Million Fifty Thousand (RM15,050,000) will be settled by CICC where CICC will cause CGB to issue Fourteen Million Four Hundred Seventy-One Thousand One Hundred and Fifty-Four (14,471,154) Consideration Shares at the issue price of RM1.04 each on a deferred payment basis, at every 6 months interval, which shall be issued proportionately to the vendor equivalent to the aggregated audited profit after tax to be achieved by RYRT International pursuant to the profit guarantee, upon the terms of the sale and purchase agreement as set out in Appendix I of the Circular dated 16 March 2022.

The Proposed Acquisition represents an opportunity for CGB Group to further enhance its presence in the construction industry in Sabah for its construction activities. It would also enable CGB Group to consolidate RYRT International's financial results and is in line with CGB Group's plan to achieve additional revenue stream moving forward after taking into consideration the existing construction projects secured by RYRT International.

2. QUESTIONS AND ANSWERS (“Q&A”)

Dato' Chairman proceeded with the Q&A session.

There were several questions posted online. The questions and answers were as per Appendix 1 attached. Dato' Chairman adjourned the EGM for poll voting after the Q&A session.

3. POLL RESULTS

The meeting resumed upon the receipt of the poll results from the Independent Scrutineer. Dato' Chairman read out the voting results duly verified as follows:-

Resolution	Voted For			Voted Against			Results
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	
Proposed Acquisition	51	48,697,326	100.00	2	7	0.00	Accepted

Based on the above, the Chairman declared the Resolution on the proposed acquisition of RYRT International Sdn Bhd **CARRIED**.

4. OUTCOME OF THE MEETING**ORDINARY RESOLUTION**

PROPOSED ACQUISITION BY CIC CONSTRUCTION SDN. BHD. (“CICC”), A WHOLLY- OWNED SUBSIDIARY OF CGB, OF 70% EQUITY INTEREST IN RYRT INTERNATIONAL SDN. BHD. (“RYRT INTERNATIONAL”) FROM RYRT HOLDINGS SDN. BHD. (“RYRT HOLDINGS” OR “VENDOR”) FOR A PURCHASE CONSIDERATION OF RM30,100,000 TO BE SATISFIED WHOLLY BY ISSUANCE OF UP TO 28,942,308 NEW ORDINARY SHARES IN CGB (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM1.04 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

RESOLVED:-

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 sale and purchase agreement dated 26 January 2022 (“SPA”), entered into between CICC, a wholly-owned subsidiary of CGB and the Vendor, for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to CICC, to acquire 1,400,070 ordinary shares in RYRT International from the Vendor, representing 70% equity interest in RYRT International, for a purchase consideration of RM30,100,000 to be satisfied wholly by issuance of up to 28,942,308 new ordinary shares in CGB (“**Consideration Shares**”) at an issue price of RM1.04 per Consideration Share, subject to the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular).

THAT approval be and is hereby given to the Board of Directors of CGB (“**Board**”) to allot and issue the Consideration Shares to RYRT Holdings for the purpose of satisfying the purchase consideration for the Proposed Acquisition, subject to the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular).

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

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 Acquisition and the terms and conditions of the SPA and Profit Guarantee Agreement (as defined in this Circular), 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.

5. TERMINATION

Dato' Chairman closed the meeting at 10:30 a.m.

Confirmed True Record,

DATO' FAISAL ZELMAN BIN DATUK ABDUL MALIK
Chairman of the Meeting

CGB-EGM Minutes

APPENDIX I

The summary of Q&A raised by shareholders/proxies and duly addressed by the Board members, the advisers and the management are as follows:-

Question 1:

Would the Board kindly consider giving shareholder with e-wallet as a token of appreciation for attending today's RPV (remote participation and voting).

Answer 1:

Please contact Ms Yeoh Yuan Ting or Ms Conny Ho on the door gift.

Question 2:

Mr. Chairman, during the last EGM on 27 October 2021, the Board had mentioned that they will give something to shareholders who attended the EGM, but sadly to say that until today, we, as shareholders had not received anything at all. Please reply.

Answer 2:

Please contact Miss Yeoh Yuan Ting or Ms Conny Ho on the door gift for the last EGM held on 27 October 2021.

Question 3:

How much does the company spend on this virtual EGM? What is the breakdown of the cost of this proposed acquisition i.e. the professional fees and to whom, how much its paid? And other expenses via Circular. EGM cost etc?

Answer 3:

The cost to hold virtual general meeting is cheaper than physical general meeting. The estimated expenses relating to the Proposed Acquisition was approximately RM450,000.

Question 4:

What is the rationale for this proposal? Please explain.

Answer 4:

Please refer to page 6, Section 3 "Rationale & Benefits of the Proposed Acquisition" of the Circular to Shareholders dated 16 March 2022. This section provides the detailed information regarding the rationale for the Proposed Acquisition.

Question 5:

The issue price of RM1.04 is about 10% higher than the current market price of RM0.95. Why RYRT willing to accept this issue price?

Answer 5:

The issue price of RM1.04 per Consideration Share was arrived at on a willing buyer-willing seller basis, after taking into consideration the audited consolidated Net Assets of RM0.50 per CGB Share for the financial year ended 31 December 2020 and the 5-day VWAMP of CGB Shares of RM1.038 up to and including 24 January 2022, prior to the date of conditional share sale and purchase agreement dated 26 January 2022. Please refer to page 5, section 2.6 of the Circular for the basis and justification of arriving at the issue price of the Consideration Shares for details.

Question 6:

Will RYRT contribute positively to earning of CGB on next quarter results?

Answer 6:

Yes, RYRT International Sdn Bhd will contribute positively to CGB Group, hopefully can see in next quarter results.

Question 7:

Is there any other related acquisition planned by the Company in addition to this?

Answer 7:

No for the time being.

Question 8:

What is the expected addition to staff numbers upon the acquisition?

Answer 8:

It was not expected to have much difference. The existing management has the headcount of about 20 plus.

Question 9:

How is the minimum wage proposed of RM1,500 expected to impact the acquisition?

Answer 9:

There will very minimal impact as most of the staff salary is RM1,500 and above. The minimum wage of RM1,500 is the government initiative which every company must follow.

Question 10:

Is this business acquisition future proof for any future pandemic event?

Answer 10:

Should there be a next pandemic, the Company would be more prepared and know how to take the appropriate measures to avoid the spread of viruses at the workplace and to prevent from facing liabilities associated with non-compliance to workplace SOPs. The Company will also take the necessary steps to ensure maximum protection of staff to enable continuation of business.

Question 11:

Does the group have enough talent to oversee such an acquisition which is said to impressively enhance earnings per share going forward?

Answer 11:

Yes, CGB constantly provides trainings and in search of talents.

Question 12:

What will be the effect of issuance of new shares on existing shareholders and public spread?

Answer 12:

The current public shareholding spread is 68.62%. After the proposed acquisition, the public shareholding spread will be 53.44%, as disclosed under Section 6.4 of the Circular.

Question 13:

Could the major shareholders be expected to hold on to their holdings until completion of profit guarantee?

Answer 13:

Mr Lee Chee Vui represented RYRT Holdings Sdn Bhd confirmed and assured that the vendor will not sell the consideration shares at the moment and will work together with CGB to commit and meet the profit guarantee.

Question 14:

Would there be presence of new shareholder in the Board or the Management of the Company and how would this alter or enhance decision making?

Answer 14:

Mr. Lee Chee Vui and Mr. Soo Yu Chai from RYRT will join CGB's management operation team. Mr. Lee Chee Vui will be appointed as an Executive Director in CGB tentatively on 1 April 2022.

Question 15:

Could this acquisition result in savings of HQ Management costs, etc?

Answer 15:

Yes, to a certain extend as CGB is able to share talents and resources with the existing construction team.

Question 16:

Any dividend policy? Last dividend paid out is on 2018?

Answer 16:

The Company will look into establishing the dividend policy in future.