



**CARLO RINO GROUP BERHAD**  
**(FORMERLY KNOWN AS CRG INCORPORATED BERHAD)**

Registration No. 200901037127 (880257-A)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

**ADDITIONAL INFORMATION**  
**ACCOMPANYING THE AUDITED FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023**

**(APPENDIX 6A, PART B OF THE LEAP MARKET LISTING**  
**REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)**

**CHARACTERISTICS OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD**  
**(“BURSA SECURITIES”)**

**THE LEAP MARKET HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE ACE MARKET OR MAIN MARKET OF BURSA SECURITIES. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXERCISES UNDERTAKEN BY CARLO RINO GROUP BERHAD (FORMERLY KNOWN AS CRG INCORPORATED BERHAD) (“CRG” OR THE “COMPANY”). SOPHISTICATED INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.**

This Additional Information is dated 31 October 2023

**CARLO RINO GROUP BERHAD**  
**(FORMERLY KNOWN AS CRG INCORPORATED BERHAD)**  
Registration No. 200901037127 (880257-A)

**1. Analysis of Financial Information**

Our Group is involved in the retailing segment and the provision of investment and management services segment. Our Group's revenue is analysed as follows:

	AUDITED	
	Financial Year Ended 30.6.2023 ("FY2023")	Financial Year Ended 30.6.2022 ("FY2022")
	RM'000	RM'000
<b>BUSINESS SEGMENTS</b>		
<b>Retailing</b>		
- Boutique	62,815	51,712
- Departmental store	39,218	37,334
- E-commerce	11,318	12,385
- Outright sales	104	7
- Outright sales of materials	7	68
	<b>113,462</b>	<b>101,506</b>
<b>Investment and management services</b>	<b>72</b>	<b>281</b>
<b>TOTAL</b>	<b>113,534</b>	<b>101,787</b>

**Revenue**

For the FY2023, our Group's total revenue grew RM11.74 million or 11.54% to RM113.53 million (FY2022: RM101.79 million). Our Group recorded a retailing revenue of RM113.46 million, representing an increase of RM11.95 million or 11.77% as compared to the preceding financial year of RM101.51 million. The positive growth mainly derived from the improvement in revenue from our boutique channel by RM11.10 million or 21.47%. Such improvement was mainly attributed to the higher domestic spending, coupled with higher tourist arrivals, as Malaysia transitioned into the endemic phase and re-opened its international borders on 1 April 2022 as well as higher sale contributions from our Group's boutiques at Mid Valley Southkey, Sunway Carnival Mall, SkyAvenue Genting and Central I-City due to recognition of full year revenue with respect to these boutiques in FY2023 as compared to FY2022 as these boutiques were only opened in the 4th quarter of FY2022.

Revenue from investment and management services segment reported a drastic drop of 75.00% from preceding financial year due to the Group only received 3 months rental income from our tenant as compared with full year rental income in FY2022. The Group had disposed its investment property during the financial year.

**Profit before tax ("PBT")**

	AUDITED	
	FY2023	FY2022
	RM'000	RM'000
Revenue	113,534	101,787
PBT	31,450	29,033

Our Group's PBT for current financial year under review increased marginally by RM2.42 million or 8.34% as compared to the preceding financial year. The improvement in our Group's PBT was in tandem with the improvement of retailing revenue.

## **2. Prospects**

Our Board of Directors foresee the retail outlook and consumer sector in Malaysia to remain challenging for the year ahead due to heightened geopolitical tensions and inflationary pressures, which have led to rising economic uncertainties.

Nevertheless, our Group is mindful of the challenges implicit in the current operating environment and will continue to review and improve our business strategies and to adapt to the ever changing operating environment to ensure that our Group remains resilient in our business activities moving forward.

## **3. Status of Corporate Proposals**

On 14 August 2023, our Company announced that:

- proposed transfer of the listing and quotation of the entire enlarged issued share capital of our Company from the LEAP Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“LEAP Market”) to the ACE Market of Bursa Securities (“Proposed Transfer”);
- proposed withdrawal of our Company’s listing from the official list of the LEAP Market pursuant to Rule 8.06 of the LEAP Market Listing Requirements of Bursa Securities (“Proposed Withdrawal of Listing”); and
- we have, on the same day received a letter from Dato’ Sri Chiang Fong Yee, Chiang Sang Sem and Freeway Team Sdn. Bhd. (collectively, “Joint Offerors”) to undertake a pre-conditional voluntary general offer to acquire all the remaining ordinary shares of our Company not already held by the Joint Offerors and the persons acting in concert with them (“Offer Share”) for a cash consideration of RM0.23 per Offer Share (“Exit Offer Price”) (“Proposed Exit Offer”) to facilitate the Proposed Withdrawal of Listing.

On 15 August 2023, our Company announced that MainStreet Advisers Sdn Bhd has been appointed to act as the Independent Adviser to advise and make recommendations for the consideration of our shareholders in connection with the Proposed Transfer and Proposed Withdrawal of Listing as well as the fairness and reasonableness of the Proposed Exit Offer.

On 23 October 2023, our Company announced the receipt of the notification from the Joint Offerors dated 23 October 2023 informing that the Exit Offer Price has been adjusted from RM0.230 to RM0.225 per Offer Share (“Adjusted Exit Offer Price”) after taking into consideration the interim single tier dividend of 0.5 sen per CRG Share in respect of the financial year ending 30 June 2024 with entitlement date on 1 September 2023 and paid by our Company on 15 September 2023.

Save as disclosed above, there were no other corporate proposals announced by the Company but pending completion as at the date of this report.

## **4. Events Subsequent to the End of the Financial Year**

The voluntary dissolution of CRR Vietnam Company Limited (a wholly-owned subsidiary of the Company incorporated in Vietnam) from the register of The Department of Planning and Investment-Business Registration Office Socialist Republic of Vietnam (“DPI”) has been completed and confirmed by DPI on 14 August 2023.

## **5. Material Litigation**

There are no material litigations involving our Group as at the date of this report.

**CARLO RINO GROUP BERHAD**  
**(FORMERLY KNOWN AS CRG INCORPORATED BERHAD)**  
Registration No. 200901037127 (880257-A)

**6. Dividends**

Our Board continues to reward our shareholders with sustainable dividends. Total dividends paid out for the FY2023 amounted to RM8,056,514, i.e., RM0.01 per ordinary share.

**7. Earnings Per Share**

	<b>AUDITED</b>	
	<b>FY2023</b>	<b>FY2022</b>
	<b>RM'000</b>	<b>RM'000</b>
Profit attributable to owner of our Company	23,853	22,231
Weighted average number of ordinary shares ('000)	805,651	805,651
Basic earnings per ordinary share (sen)	2.96	2.76

**8. Related Party Transactions**

During the FY2023, our Group entered into the following related party transactions: -

1. our Group paid a total trademark royalties of RM207,356 to Bonia International Holdings Pte Ltd ("BIH") for the rights of use of the trademarks granted by BIH. BIH is a company where a substantial shareholder of the Company has interest; and
2. our Group paid a total rental of RM622,818 to the contractual landlord in respect of the premises located at L2-05, 2<sup>nd</sup> Floor, Ikon Connaught, Lot 160, Jalan Cerdas, Taman Connaught, Cheras, 56000 Kuala Lumpur, Wilayah Persekutuan, Malaysia rented from the contractual landlord, of which the ultimate ownership of the said premises belongs to a company namely Purnama Sejahtera Sdn. Bhd. where a substantial shareholder of the Company has interest.

Our Directors are of the opinion that all the above transactions were carried out on arm's length basis, on normal commercial terms which were not more favourable to the related parties than those generally available to the public, and were not to the detriment of the minority shareholders of our Company.