



**CARLO RINO GROUP BERHAD**  
*(formerly known as CRG Incorporated Berhad)*  
Registration No: 200901037127 (880257 - A)  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Carlo Rino Group Berhad *(formerly known as CRG Incorporated Berhad)* (“CRG” or “Company”) will be held at Cheras 2 Room, Silka Cheras Hotel, No. 100, Jalan Cheras, Phoenix Business Park, 56000 Kuala Lumpur, Malaysia (<https://www.silkahotels.com/silka-cheras>) on Thursday, 28 December 2023 at 10.45 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### **SPECIAL RESOLUTION**

#### **PROPOSED WITHDRAWAL OF CRG’S LISTING FROM THE OFFICIAL LIST OF LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) PURSUANT TO RULE 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED WITHDRAWAL OF LISTING”)**

“**THAT** subject to the passing of the Ordinary Resolution on the Proposed Transfer, the approval of Bursa Securities for the Proposed Withdrawal of Listing and subject to all the relevant conditions for the Proposed Withdrawal of Listing as set out in the circular to shareholders in relation to the Proposed Transfer and Proposed Withdrawal of Listing dated 6 December 2023 (“Circular”), consent and approval be and is hereby given for the Company to undertake the Proposed Withdrawal of Listing (details of which were set out in Section 2 of Part A of the Circular);

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, complete, and give full effect to the transactions contemplated and/or authorised by this resolution.”

### **ORDINARY RESOLUTION**

#### **PROPOSED TRANSFER OF THE LISTING AND QUOTATION OF THE ENTIRE ENLARGED ISSUED SHARE CAPITAL OF CRG FROM THE LEAP MARKET OF BURSA SECURITIES (“LEAP MARKET”) TO THE ACE MARKET OF BURSA SECURITIES (“ACE MARKET”) (“PROPOSED TRANSFER”)**

“**THAT** subject to the passing of the Special Resolution on the Proposed Withdrawal of Listing and the approvals of all relevant authorities and/or parties for the Proposed Transfer, where relevant/required, consent and approval be and is hereby given for the Company to undertake the Proposed Transfer (details of which were set out in Section 2 of Part A of the Circular) pursuant to paragraph 2.2 of Guidance Note 15A of the ACE Market Listing Requirements of Bursa Securities as well as the issuance of the new ordinary shares of the Company (“Shares”) pursuant to the proposed initial public offering of the Shares to be implemented in conjunction with the Proposed Transfer (details of which were set out in Section 2.1.3 of Part A of the Circular);

**THAT** pursuant to Section 85 of the Companies Act 2016 read together with Clause 10 of the Company's Constitution, the shareholders of the Company do hereby waive their statutory pre-emptive rights to be first offered new Shares ranking equally to the existing issued Shares arising from any issuance of Shares pursuant to the proposed initial public offering of the Shares to be implemented in conjunction with the Proposed Transfer AND THAT the Directors of the Company are exempted from the obligation to offer such new Shares first to the existing shareholders of the Company prior to the issuance and allotment of new Shares to investors to be identified later;

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, complete, and give full effect to the transactions contemplated and/or authorised by this resolution."

By Order of the Board  
**DATUK NG PENG HONG @ NG PENG HAY**  
Independent Non-Executive Chairman

Date: 6 December 2023  
Kuala Lumpur

*Notes:*

1. *Only a depositor whose name appears on the Record of Depositors as at 20 December 2023 shall be entitled to attend, participate, speak and vote at the EGM as well as for appointment of any person(s) as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the EGM in his stead.*
2. *Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the EGM.*
3. *Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
5. *Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the EGM on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.*
6. *Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the EGM on its stead.*
7. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll. The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd., at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy or Proxy Form shall not be treated as valid. Faxed, photocopied and electronically scanned copies of the duly executed Proxy Form are not acceptable.*