

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of Carlo Rino Group Berhad ("CRG" or "Company") will be held at Cheras Hall, Level UG, Silka Cheras Kuala Lumpur, No. 100, Jalan Cheras, Phoenix Business Park, 56000 Kuala Lumpur, Malaysia (<https://www.silkahotels.com/silka-cheras>) on Friday, 12 December 2025 at 9.30 a.m., for the following purposes:

AGENDA

ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the financial year ended 30 June 2025 together with the reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:

2.1 Dato' Sri Chiang Fong Yee	- Clause 86.1	<i>Ordinary Resolution 1</i>
2.2 Vincent Loh	- Clause 86.1	<i>Ordinary Resolution 2</i>
2.3 Lee Chwee Kin	- Clause 85.3	<i>Ordinary Resolution 3</i>
3. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 30 June 2026 and to authorise the Board of Directors to fix their remuneration. *Ordinary Resolution 4*
4. To approve the Directors' fees of Carlo Rino Group Berhad and its subsidiaries not exceeding RM370,000 for the financial year ending 30 June 2026 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made semi-annually in arrears at the end of each half-year. *Ordinary Resolution 5*
5. To approve the Directors' benefits of Carlo Rino Group Berhad up to an amount of RM30,000 for the period from 13 December 2025 until the next Annual General Meeting of the Company. *Ordinary Resolution 6*

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution, with or without modifications thereto:

6. Approval for Allotment of shares or Grant of rights

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"), and the approval(s) of the relevant regulatory authorities, where such approval(s) is required, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot and issue shares in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and to make or grant offers, agreements or options which would or might require shares to be allotted and issued, after the expiration of the approval hereof, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such additional shares to be allotted and issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares, if any) of the Company for the time being

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the ACE Market of BMSB.

AND THAT the Directors 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 give effect to the transactions contemplated and/or authorised by this resolution."

Ordinary Resolution 7

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

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

By Order of the Board
DATO' SRI CHIANG FONG YEE
Group Managing Director

30 October 2025
Kuala Lumpur

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 01 December 2025 shall be entitled to attend, participate, speak and vote at the Meeting 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 Meeting in his stead.
- 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 Meeting.
- 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.
- 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.
- 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 Meeting on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.
- 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 Meeting on its stead.
- 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 Meeting or adjourned Meeting 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.*

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

Explanatory Notes:

1. *Item 1 of the Agenda* – This item is meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
2. *Item 2 of the Agenda* – The resolution, if approved, will authorise the continuity in office of the Directors. An annual assessment on the performance and effectiveness of the Directors (including the independence of Independent Non-Executive Directors) for the financial year ended 30 June 2025 has been carried out, and the result was satisfactory to the Board.
3. *Item 3 of the Agenda* – BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206), being the Auditors of the Company for the financial year ended 30 June 2025, have expressed their willingness to continue in office. An annual assessment on the effectiveness of the External Auditors for the financial year ended 30 June 2025 has been carried out and the result was satisfactory to the Board.
4. *Items 4 and 5 of the Agenda* – Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting.

The resolutions, if approved, will authorise:

- (i) the payment of the Directors' fees to the Directors of Carlo Rino Group Berhad by the Company and/or several of its subsidiaries; and
 - (ii) the payment of the Directors' benefits to the Non-Executive Directors of Carlo Rino Group Berhad by the Company for the period from 13 December 2025 until the next annual general meeting in year 2026 that are derived from the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of RM500 per day of meeting.
5. *Item 6 of the Agenda* – The resolution, if approved, will empower the Directors of the Company to allot and issue ordinary shares of the Company from time to time, and expand the mandate to grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted and issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being ("General Mandate"). In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The General Mandate, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.

The Board is of the view that the General Mandate, if approved, will provide additional fundraising flexibility for the Company to ensure its long-term sustainability and to meet its funding requirements such as working capital, operational expenditure, strategic opportunities involving equity deals and/or so forth which may require issuance of new shares, expeditiously and efficiently. In addition, any delay arising from and cost involved in convening a general meeting to approve such issuance of shares could be eliminated.

The actual proceeds to be raised from the General Mandate will depend on the issue price(s) and the number of new ordinary shares in the Company to be issued thereunder, and the quantum as well as the timeframe for the utilisation of proceeds could not be determined at this juncture.

STATEMENT ACCOMPANYING NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (“15TH AGM”)

[Pursuant to Rule 8.29 of the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad]

1. Details of individuals who are standing for election as Directors of the Company (excluding Directors standing for re-election)
No individual is standing for election as a Director at the upcoming 15th AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Rule 6.04(3) of the AMLR

The details of the general mandate are set out in item 5 of the Explanatory Notes of the Notice of 15th AGM dated 30 October 2025.