



CRG INCORPORATED BERHAD
(802257-A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Le Quadi Hotel, Block E, Level 11 (Function Room 2 & 3), South Wing, No. 1, UCESI Heights, Jalan Menara Gading 1, Taman Connaught, 56000 Cheras, Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 29 November 2019 at 9:00 a.m. to transact the following businesses, with or without modifications thereto:

AGENDA

ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the financial year ended 30 June 2019 together with the reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 1

2. To re-elect the following Director who retires pursuant to the Constitution of the Company and being eligible, has offered himself for re-election:

2.1 Dato' Sri Chiang Fong Yee (Clause 86) *Ordinary Resolution 1*

3. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Board of Directors to fix their remuneration. *Ordinary Resolution 2*

4. To approve the Directors' fees of CRG Incorporated Berhad and its subsidiaries of RM76,500 for the financial year ended 30 June 2019 to be divided amongst the Directors in such manner as they may determine. *Ordinary Resolution 3*

5. To approve the Directors' fees of CRG Incorporated Berhad and its subsidiaries not exceeding RM100,000 for the financial year ending 30 June 2020 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 4*

6. To approve the Directors' benefits of CRG Incorporated Berhad up to an amount of RM30,000 for the period from 30 November 2019 until the next Annual General Meeting. *Ordinary Resolution 5*

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

7. **Approval for Allotment of shares or Grant of rights**

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares of the Company from time to time at such price, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised 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, to such persons as the Directors deem fit and appropriate, PROVIDED that the aggregate number of shares issued pursuant to this approval must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad." *Ordinary Resolution 6*

8. To transact any other ordinary business for which due notice has been given.

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

30 October 2019
Kuala Lumpur

Notes:

1. Only a depositor whose name appears on the Record of Depositors as at 18 November 2019 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on 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 Meeting.
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 one 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.
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 Meeting 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 that power of attorney or authority, if any, certified by an 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 holding the Meeting. If a poll is provided or permitted under the applicable laws, and in default of 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.*

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 Director. An annual assessment on the effectiveness of Directors (including the independence of Independent Non-Executive Director) has been undertaken for the financial year ended 30 June 2019 and the result was satisfactory to the Board.
3. **Item 3 of the Agenda** - BDO (AFJ206), being the External Auditors of the Company for the financial year ended 30 June 2019, has entered into a contractual partnership into a limited liability partnership and assumed its present name, BDO PLT (LLP0018825-LICA & AFJ206) since January 2019, and they have expressed their willingness to continue in office.
4. **Items 4, 5 and 6 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 and its related entities shall be approved at a general meeting. The resolutions, if approved, will authorise:
- (i) the payment of the Directors' fees to the Directors of CRG Incorporated Berhad by the Company and/or several of its local and/or foreign subsidiaries; and
- (ii) the payment of the Directors' benefits to the Independent Non-Executive Director(s) of CRG Incorporated Berhad by the Company for the period from 30 November 2019 until the next AGM in year 2020 that are derived from:
- (a) the Board Chairman monthly fixed allowance of RM1,800 per month
- (b) the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of the Board of RM500 per day of meeting
5. **Item 7 of the Agenda** - The resolution, if approved, will empower the Directors to allot and issue shares of the Company from time to time for such purposes to such persons as the Directors deem fit and appropriate and in the best interest of the Company. This is to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current or prospective investment projects, working capital, repayment of borrowings, acquisitions and/or so forth. The authorisation, 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.