



CARLO RINO GROUP 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 ("CRG" or "Company") will be held at Cheras Hall, Silka Cheras Kuala Lumpur, No. 100, Jalan Cheras, Phoenix Business Park, 56000 Kuala Lumpur, Malaysia (<https://www.silkahotels.com/silka-cheras>) on Wednesday, 31 July 2024 at 11.30 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 ADOPTION OF A NEW CONSTITUTION BY THE COMPANY ("PROPOSED ADOPTION")

"THAT the existing Constitution of the Company be deleted in its entirety and that the new Constitution as set out in Appendix I of the Company's circular to shareholders dated 9 July 2024 be and is hereby adopted as the new Constitution of the Company;

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 Proposed Adoption."

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE AND ALLOTMENT OF 200,000 NEW ORDINARY SHARES IN THE COMPANY ("SHARES") TO VINCENT LOH ("PROPOSED ALLOCATION TO VINCENT LOH")

"THAT subject to all the relevant approvals being obtained from the authorities for the proposed transfer of the listing and quotation of the entire enlarged issued share capital of the Company from the LEAP Market of Bursa Malaysia Securities Berhad to the ACE Market of Bursa Malaysia Securities Berhad and the proposed withdrawal of the Company's listing from the Official List of the LEAP Market of Bursa Malaysia Securities Berhad pursuant to Rule 8.06 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, and any conditions as may be imposed by the relevant authorities being complied with, authority be and is hereby given for the Company to issue and allot 200,000 new Shares to Vincent Loh, the Independent Non-Executive Chairman of the Company, upon the issuance/allotment details as set out in the Company's circular to shareholders dated 9 July 2024;

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 Proposed Allocation to Vincent Loh."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE AND ALLOTMENT OF 200,000 NEW ORDINARY SHARES IN THE COMPANY ("SHARES") TO CHIN PECK LI ("PROPOSED ALLOCATION TO CHIN PECK LI")

"THAT subject to all the relevant approvals being obtained from the authorities for the proposed transfer of the listing and quotation of the entire enlarged issued share capital of the Company from the LEAP Market of Bursa Malaysia Securities Berhad to the ACE Market of Bursa Malaysia Securities Berhad and the proposed withdrawal of the Company's listing from the Official List of the LEAP Market of Bursa Malaysia Securities Berhad pursuant to Rule 8.06 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, and any conditions as may be imposed by the relevant authorities being complied with, authority be and is hereby given for the Company to issue and allot 200,000 new Shares to Chin Peck Li, an Independent Non-Executive Director of the Company, upon the issuance/allotment details as set out in the Company's circular to shareholders dated 9 July 2024;

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 Proposed Allocation to Chin Peck Li."

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE AND ALLOTMENT OF 200,000 NEW ORDINARY SHARES IN THE COMPANY ("SHARES") TO LIM LAY CHING ("PROPOSED ALLOCATION TO LIM LAY CHING")

"THAT subject to all the relevant approvals being obtained from the authorities for the proposed transfer of the listing and quotation of the entire enlarged issued share capital of the Company from the LEAP Market of Bursa Malaysia Securities Berhad to the ACE Market of Bursa Malaysia Securities Berhad and the proposed withdrawal of the Company's listing from the Official List of the LEAP Market of Bursa Malaysia Securities Berhad pursuant to Rule 8.06 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, and any conditions as may be imposed by the relevant authorities being complied with, authority be and is hereby given for the Company to issue and allot 200,000 new Shares to Lim Lay Ching, an Independent Non-Executive Director of the Company, upon the issuance/allotment details as set out in the Company's circular to shareholders dated 9 July 2024;

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 Proposed Allocation to Lim Lay Ching."

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE AND ALLOTMENT OF 200,000 NEW ORDINARY SHARES IN THE COMPANY ("SHARES") TO KAM SIN LIN ("PROPOSED ALLOCATION TO KAM SIN LIN")

"THAT subject to all the relevant approvals being obtained from the authorities for the proposed transfer of the listing and quotation of the entire enlarged issued share capital of the Company from the LEAP Market of Bursa Malaysia Securities Berhad to the ACE Market of Bursa Malaysia Securities Berhad and the proposed withdrawal of the Company's listing from the Official List of the LEAP Market of Bursa Malaysia Securities Berhad pursuant to Rule 8.06 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, and any conditions as may be imposed by the relevant authorities being complied with, authority be and is hereby given for the Company to issue and allot 200,000 new Shares to Kam Sin Lin, an Independent Non-Executive Director of the Company, upon the issuance/allotment details as set out in the Company's circular to shareholders dated 9 July 2024;

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 Proposed Allocation to Kam Sin Lin."

By Order of the Board

DATO' SRI CHIANG FONG YEE

Group Managing Director

Date: 9 July 2024

Kuala Lumpur

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 24 July 2024 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.
- 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.
- 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 EGM 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 EGM 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 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.