



Crescendo Corporation Berhad

CRESCENDO CORPORATION BERHAD

(Registration No. 199501030544 (359750-D))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Crescendo Corporation Berhad (“CCB” or the “Company”) will be held at the Junior Ballroom, Level 11, DoubleTree by Hilton, No. 12, Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Takzim on Friday, 6 September 2024 at 2.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY PANORAMIC INDUSTRIAL DEVELOPMENT SDN BHD (“PID”), A WHOLLY-OWNED SUBSIDIARY OF CCB, OF A VACANT INDUSTRIAL LAND LOCATED IN THE MUKIM OF PULAI, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR FOR A TOTAL CASH CONSIDERATION OF RM115,877,876.40 (“PROPOSED DISPOSAL”)

“THAT subject to the relevant approvals being obtained, approval be and is hereby given to PID, a wholly-owned subsidiary of the Company, to undertake the disposal of vacant land measuring approximately 20.463 acres or 891,368.28 square feet (“sq ft”), held under H.S.(D) 629092 PTD 227197, in the Mukim of Pulai, District of Johor Bahru, State of Johor for a total cash consideration of RM115,877,876.40 (details of which are set out in the circular to the shareholders of CCB dated 22 August 2024 (“Circular”)) in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement entered into between PID and Nanda Digital Sdn Bhd dated 12 July 2024 (salient terms of which are set out in **Appendix I** of the Circular) (“SPA”) and such other terms and conditions as the parties to the SPA may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Disposal and all agreements entered into pursuant to the Proposed Disposal with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposal, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Disposal as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

ORDINARY RESOLUTION 2

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN CCB (“CCB SHARE(S)” OR “SHARE(S)”) HELD BY THE SHAREHOLDERS OF CCB WHOSE NAMES APPEAR IN THE COMPANY’S RECORD OF DEPOSITORS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER, INTO 3 SUBDIVIDED SHARES (“PROPOSED SHARE SPLIT”)

THAT subject to the approvals of all relevant authorities or parties, the Directors of the Company be and are hereby authorised to subdivide 1 CCB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Directors (“Entitlement Date”), into 3 subdivided shares (“Subdivided Shares”);

THAT the fractional entitlements arising from the Proposed Share Split, if any, shall be disregarded and dealt with in such manner as the Directors in their absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the Subdivided Shares shall, upon completion of the Proposed Share Split, rank equally in all respects with the then existing ordinary shares, save and except that the Subdivided Shares will not be entitled to any dividends, rights, allotment and/or any other distribution that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is before the date of allotment of the Subdivided Shares;

AND THAT the Directors be and are hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as they may deem fit, necessary or expedient or appropriate in the best interest of the Company, in order to finalise, implement and/or give full effect to the Proposed Share Split with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities.”

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EXECUTIVES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS TO BE GRANTED TO THE ELIGIBLE EXECUTIVE DIRECTORS AND EXECUTIVES (“ELIGIBLE EXECUTIVE(S)”) OF CCB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“CCB GROUP” OR THE “GROUP”) (“PROPOSED ESOS”)

“THAT subject to the approvals of all relevant regulatory authorities for the listing of and quotation for the new CCB Shares to be issued arising from the exercise of the options granted under the Proposed ESOS (“Option(s)”) on the Main Market of Bursa Securities, the Board is hereby authorised (i) to establish, implement and administer an ESOS for the benefit of the Eligible Executives, and to grant the Options in accordance with the terms set out in the Bye-Laws of the Proposed ESOS (“Bye-Laws”) a draft of which is set out in **Appendix III** of the Circular, for a period of 5 years from the effective date of the Proposed ESOS, which may be extended or renewed (as the case may be) for a further period of 5 years or such shorter period, at the sole and absolute discretion of the Board, **PROVIDED ALWAYS** that the total period of the ESOS shall not exceed a duration of 10 years from the effective date of the Proposed ESOS, (ii) to modify and/or amend the Proposed ESOS from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the Bye-Laws relating to modifications and/or amendments, deeds or undertakings and (iii) to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board shall, from time to time, allot and issue and/or transfer such number of new CCB Shares as may be required to be issued pursuant to the exercise of the Options provided that the total number of new CCB Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10% of the prevailing number of issued shares of CCB (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;

THAT the new CCB Shares to be issued arising from the exercise of the Options will, upon allotment and issuance, rank equally in all respects with the existing CCB Shares, save and except that the new CCB Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the new CCB Shares;

THAT the Bye-Laws be approved and the Board is hereby authorised to give full effect to the Proposed ESOS and to sign and execute the Bye-Laws and all other documents to give effect to the Proposed ESOS with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the terms and conditions of the Bye-Laws;

THAT the Board is hereby authorised to appoint and authorise a committee (“ESOS Committee”) by which the Proposed ESOS will be implemented and administered in accordance with the Bye-Laws by the said ESOS Committee. The members of the ESOS Committee shall comprise such persons as shall be appointed from time to time by the Board;

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 (the “Act”), to be read together with Clause 50 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights to be first offered Options and/or any new shares ranking equally to the existing issued shares of the Company pursuant to the Proposed ESOS.”

ORDINARY RESOLUTIONS 4 TO 9

PROPOSED ALLOCATION OF OPTIONS TO THE ELIGIBLE EXECUTIVE DIRECTORS AND PERSONS CONNECTED TO THE ELIGIBLE EXECUTIVE DIRECTORS PURSUANT TO THE PROPOSED ESOS (“PROPOSED ALLOCATION”)

“THAT subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and grant Options at any time and from time to time during the duration of the Proposed ESOS as provided in the Bye-Laws, to each of the Directors of CCB and the persons connected with them as named therein below:-

No.	Name	No. of Options to be awarded	Ordinary Resolution
(i)	Gooi Seong Lim (Chairman and Managing Director)	Up to 8,413,874	Ordinary Resolution 4
(ii)	Gooi Seong Heen (Executive Director)	Up to 8,413,874	Ordinary Resolution 5
(iii)	Gooi Seong Chneh (Executive Director)	Up to 8,413,874	Ordinary Resolution 6
(iv)	Gooi Seong Gum (Executive Director)	Up to 8,413,874	Ordinary Resolution 7
(v)	Gooi Khai Shin (Person connected with Gooi Seong Lim)	Up to 8,413,874	Ordinary Resolution 8
(vi)	Gooi Min Hsian Michelle (Person connected with Gooi Seong Chneh)	Up to 8,413,874	Ordinary Resolution 9

provided always that:-

- the abovementioned persons must not participate in the deliberation or discussion of their own allocation of Options and the allocation of Options to any persons connected with them, if any;
- the allocation to any of the abovementioned persons who, either singly or collectively through persons connected to him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), must not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS as provided in the Bye-Laws; and
- not more than 70% of the Options available under the Proposed ESOS shall be allocated, in aggregate, to the executive Directors and senior management of the Group who are Eligible Executives;

THAT the proposed allocation of Options to the abovementioned persons shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bye-Laws governing and constituting the Proposed ESOS;

AND THAT the Board be further authorised to allot and issue and/or transfer such number of CCB Shares pursuant to the Proposed ESOS to the abovementioned persons from time to time, subject to the exercise of such Options that may be granted to them under the Proposed ESOS.”

By Order of the Board,

CRESCENDO CORPORATION BERHAD

CHONG FOOK SIN

CCM PC No. 202008000484

(MACS 00681)

KAN CHEE JING

CCM PC No. 202008000596

(MAICSA 7019764)

CHUA YOK BEE

CCM PC No. 202008000604

(MAICSA 7014578)

Company Secretaries

Petaling Jaya

22 August 2024

NOTES:

(1) A member whose name appear in the Record of Depositors as at 30 August 2024 shall be regarded as a member entitled to attend, speak and vote at the meeting.

(2) Proxy-

A member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof. If the appointor is a corporation, this Form must be executed under its common seal or under the hand of its attorney. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.