

## 6. INFORMATION ON OUR GROUP

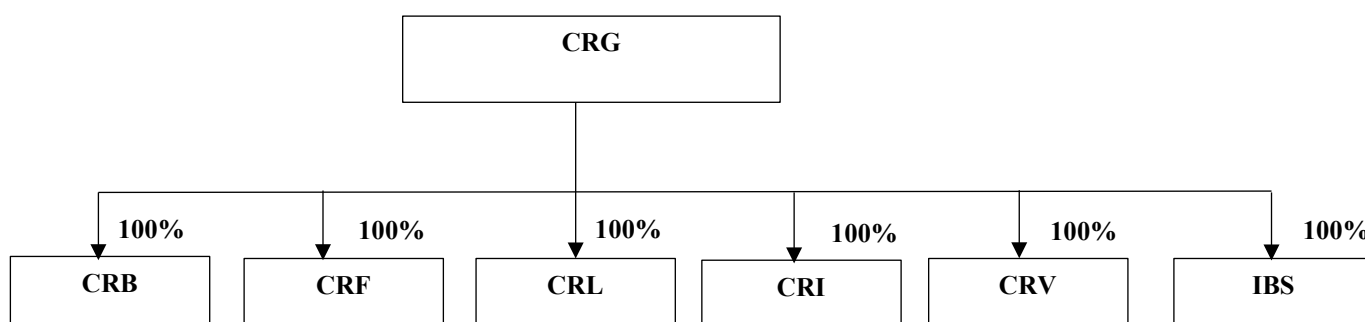
### 6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 23 November 2009 under the name of CRG Incorporated Sdn Bhd and is deemed registered under the Act. On 13 August 2018, our Company was converted into a public limited company and assumed the name of CRG Incorporated Berhad to facilitate the listing of our Company on the LEAP Market on 28 November 2018. On 23 December 2022, we changed our company name to Carlo Rino Group Berhad to better reflect our corporate identity and our Group's core business and products offering.

Our Company is an investment holding company and our subsidiaries are principally involved in the business of designing, promoting, marketing, distributing and retailing of women's handbags, footwear and accessories; property development and property investment; investment holdings of securities; and provision of management services. Currently, the brands which our Group carries are Carlo Rino and C.Rino (for eyewear only) and our products are targeted at young female working adults between the age of 18 and 35 years old.

### 6.2 OUR GROUP

As at the LPD, our Group structure is as follows:



### 6.3 SHARE CAPITAL AND CHANGES IN SHARE CAPITAL

Upon our listing on the LEAP Market on 28 November 2018 and as at the LPD, our issued share capital is RM68,000,000 comprising 805,651,400 Shares. There were no changes to our issued share capital throughout the FYE Under Review.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments.

Upon our Listing, our issued share capital will increase from RM68,000,000 comprising 805,651,400 Shares to RM[●] comprising 977,517,100 Shares.

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## 6. INFORMATION ON OUR GROUP (CONT'D)

### 6.4 DETAILS OF OUR SUBSIDIARIES

Our subsidiaries as at the LPD are as follows:

Name of company / Registration no.	Principal activities	Share capital	Date of commencement of operation	Date and place of incorporation	Effective equity interest (%)
CRB (200601022662 (742416-H))	Retailing of women's footwear, handbags and accessories	RM2,500,002	1 February 2007	27 July 2006, Malaysia	100%
CRF (200601022724 (742478-H))	Designing, promoting and marketing of women's footwear	RM7,500,000	1 September 2006	28 July 2006, Malaysia	100%
CRL (200601022722 (742476-P))	Designing, promoting and marketing of women's handbags and accessories	RM18,500,000	1 September 2006	28 July 2006, Malaysia	100%
CRI (201101041747 (969870-W))	Investment holding of securities	RM13,500,000	1 December 2013	29 November 2011, Malaysia	100%
CRV (201101030684 (958819-W))	Marketing and distribution of fashionable goods and accessories, and provision of management services	RM6,000,000	1 September 2011	26 August 2011, Malaysia	100%
IBS (202201043528 (1489225-W))	Property development and property investment	RM18,000,000	16 December 2022	23 November 2022, Malaysia	100%

As at the LPD, we do not have any associate company.

#### 6.4.1 CRB

##### (i) History and business

CRB was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 27 July 2006 and is deemed registered under the Act. CRB is principally involved in the retailing of women's footwear, handbags and accessories. It commenced its business operations on 1 February 2007. The principal place of business is in Malaysia.

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## 6. INFORMATION ON OUR GROUP (CONT'D)

### (ii) Share capital

As at the LPD, the issued share capital of CRB is RM2,500,002 comprising 2,500,002 ordinary shares. The changes in the issued share capital of CRB since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
27 July 2006	2	Cash	Subscribers' shares	2	2
6 June 2007	99,998	Cash	Allotment of shares	100,000	100,000
30 July 2007	400,000	Cash	Allotment of shares	500,000	500,000
26 September 2009	500,000	Cash	Allotment of shares	1,000,000	1,000,000
29 June 2012	1,500,002	Cash	Allotment of shares	2,500,002	2,500,002

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, CRB does not have any outstanding warrants, options, convertible securities and uncalled capital.

### (iii) Shareholder

CRB is a wholly-owned subsidiary of our Company.

### (iv) Directors

The Directors of CRB are DSCFY and Datin Sri Lo Kin Yee.

### (v) Subsidiary and associate company

As at the LPD, CRB does not have any subsidiary or associate company.

## 6.4.2 CRF

### (i) History and business

CRF was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 28 July 2006 and is deemed registered under the Act. It is principally involved in the designing, promoting and marketing of women's footwear. It commenced its business operations on 1 September 2006. The principal place of business is in Malaysia.

### (ii) Share capital

As at the LPD, the issued share capital of CRF is RM7,500,000 comprising 1,200,000 ordinary shares. The changes in the issued share capital of CRF since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
28 July 2006	2	Cash	Subscribers' shares	2	2
6 June 2007	99,998	Cash	Allotment of shares	100,000	100,000
8 May 2008	400,000	Cash	Allotment of shares	500,000	500,000
18 June 2018	700,000	Otherwise than cash	Allotment of shares	7,500,000	1,200,000

## 6. INFORMATION ON OUR GROUP (CONT'D)

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, CRF does not have any outstanding warrants, options, convertible securities and uncalled capital.

### (iii) Shareholder

CRF is a wholly-owned subsidiary of our Company.

### (iv) Directors

The Directors of CRF are DSCFY and Datin Sri Lo Kin Yee.

### (v) Subsidiary and associate company

As at the LPD, CRF does not have any subsidiary or associate company.

## 6.4.3 CRL

### (i) History and business

CRL was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 28 July 2006 and is deemed registered under the Act. It is principally involved in the designing, promoting and marketing of women's handbags and accessories. It commenced its business operations on 1 September 2006. The principal place of business is in Malaysia.

### (ii) Share capital

As at the LPD, the issued share capital of CRL is RM18,500,000 comprising 1,500,000 ordinary shares. The changes in the issued share capital of CRL since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
28 July 2006	2	Cash	Subscribers' shares	2	2
6 June 2007	99,998	Cash	Allotment of shares	100,000	100,000
8 May 2008	400,000	Cash	Allotment of shares	500,000	500,000
18 June 2018	1,000,000	Otherwise than cash	Allotment of shares	18,500,000	1,500,000

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, CRL does not have any outstanding warrants, options, convertible securities and uncalled capital.

### (iii) Shareholder

CRL is a wholly-owned subsidiary of our Company.

### (iv) Directors

The Directors of CRL are DSCFY and Datin Sri Lo Kin Yee.

### (v) Subsidiary and associate company

As at the LPD, CRL does not have any subsidiary or associate company.

## 6. INFORMATION ON OUR GROUP (CONT'D)

### 6.4.4 CRI

#### (i) History and business

CRI was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 29 November 2011 and is deemed registered under the Act. It is principally involved in investment holding of securities. It commenced its business operations on 1 December 2013. The principal place of business is in Malaysia.

#### (ii) Share capital

As at the LPD, the issued share capital of CRI is RM13,500,000 comprising 13,500,000 ordinary shares. The changes in the issued share capital of CRI since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
29 November 2011	2	Cash	Subscribers' shares	2	2
4 June 2013	499,998	Cash	Allotment of shares	500,000	500,000
8 November 2013	2,000,002	Cash	Allotment of shares	2,500,002	2,500,002
11 March 2020	2,499,998	Cash	Allotment of shares	5,000,000	5,000,000
11 September 2020	3,600,000	Cash	Allotment of shares	8,600,000	8,600,000
11 November 2020	3,900,000	Cash	Allotment of shares	12,500,000	12,500,000
4 February 2021	1,000,000	Cash	Allotment of shares	13,500,000	13,500,000

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, CRI does not have any outstanding warrants, options, convertible securities and uncalled capital.

#### (iii) Shareholder

CRI is a wholly-owned subsidiary of our Company.

#### (iv) Directors

The Directors of CRI are DSCFY and Datin Sri Lo Kin Yee.

#### (v) Subsidiary and associate company

As at the LPD, CRI does not have any subsidiary or associate company.

### 6.4.5 CRV

#### (i) History and business

CRV was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 26 August 2011 and is deemed registered under the Act. It is principally involved in the marketing and distribution of fashionable goods and accessories, and provision of management services. It commenced its business operations on 1 September 2011. The principal place of business is in Malaysia.

## 6. INFORMATION ON OUR GROUP (CONT'D)

### (ii) Share capital

As at the LPD, the issued share capital of CRV is RM6,000,000 comprising 6,000,000 ordinary shares. The changes in the issued share capital of CRV since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
26 August 2011	2	Cash	Subscribers' shares	2	2
16 November 2011	499,998	Cash	Allotment of Shares	500,000	500,000
29 June 2012	2,000,002	Cash	Allotment of Shares	2,500,002	2,500,002
18 June 2018	1,899,998	Otherwise than cash	Allotment of Shares	4,400,000	4,400,000
29 April 2019	1,600,000	Cash	Allotment of Shares	6,000,000	6,000,000

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, CRV does not have any outstanding warrants, options, convertible securities and uncalled capital.

### (iii) Shareholder

CRV is a wholly-owned subsidiary of our Company.

### (iv) Directors

The Directors of CRV are DSCFY and Datin Sri Lo Kin Yee.

### (v) Subsidiary and associate company

As at the LPD, CRV does not have any subsidiary or associate company.

## 6.4.6 IBS

### (i) History and business

IBS was incorporated in Malaysia as a private limited company under the Act on 23 November 2022. It is principally involved in property development and property investment. It commenced its business operations on 16 December 2022. The principal place of business is in Malaysia.

### (ii) Share capital

As at the LPD, the issued share capital of IBS is RM18,000,000 comprising 18,000,000 ordinary shares. The changes in the issued share capital of IBS since the date of incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration	Nature of transaction	Cumulative share capital	
				RM	No. of shares
23 November 2022	100	Cash	Subscriber's shares	100	100
9 December 2022	9,999,900	Cash	Allotment of Shares	10,000,000	10,000,000
9 March 2023	8,000,000	Cash	Allotment of Shares	18,000,000	18,000,000

There were no discounts, special terms or instalment payment terms given in consideration of the above allotment. As at the LPD, IBS does not have any outstanding warrants, options, convertible securities and uncalled capital.

## 6. INFORMATION ON OUR GROUP (CONT'D)

### (iii) Shareholder

IBS is a wholly-owned subsidiary of our Company.

### (iv) Directors

The Directors of IBS are DSCFY and Datin Sri Lo Kin Yee.

### (v) Subsidiary and associate company

As at the LPD, IBS does not have any subsidiary or associate company.

## 6.5 LOCATIONS OF OPERATIONS

As at the LPD, our Group operates from the following premises:

Name of company	Main functions	Location of facilities (Address)
CRG Group	Head office	L2-05, 2 <sup>nd</sup> Floor, Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught 56000 Kuala Lumpur
CRG Group	Warehouse	Block C, Platinum Cheras Jalan Cheras Zen 1A Taman Platinum, Cheras 43200 Cheras Selangor Darul Ehsan

Please refer to Section 7.21 of this Prospectus for further details of properties owned and rented by our Group.

## 6.6 PUBLIC TAKE-OVER

Save for the Exit Offer, during FYE 2023 up to the LPD, there was no public take-over offers by third parties in respect of our Shares; and public take-over offers by our Company in respect of shares in other companies. Please refer to Section 4.7 of this Prospectus for the exit offer price and the outcome of the Exit Offer.

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