

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of Inta Bina Group Berhad will be held at Mauna Lani Room, Block A, Level 2, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Friday, 22 June 2018 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees for the financial year ended 31 December 2017.
- To approve the payment of benefits payable to the Directors of the Company up to RM50,000 for the period from 29 March 2017 until the next Annual General Meeting of the Company.
- To re-elect the following Directors, who retire in accordance with Article 81 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - En Ahmad Bin Awi
 - Mr Lim Pang Kiam
- To re-elect Pn Roshita Binti Sahadan, who retires in accordance with Article 88 of the Company's Constitution and being eligible, offers herself for re-election.
- To re-appoint Messrs Baker Tilly Monteiro Heng (AF 0117) as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note A)

**RESOLUTION 1
RESOLUTION 2**

**RESOLUTION 3
RESOLUTION 4
RESOLUTION 5**

RESOLUTION 6

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION – AUTHORITY UNDER SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**
"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."

RESOLUTION 7

- ORDINARY RESOLUTION – PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given to the Company and its subsidiary ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 30 April 2018, provided that:

RESOLUTION 8

- such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
 - the related transacting parties and their respective relationship with the Company; and
 - the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT all Recurrent Related Party Transactions entered into by Inta Bina Sdn. Bhd., a subsidiary of the Company, from 25 May 2017, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.6 be and are hereby approved, confirmed and ratified;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- SPECIAL RESOLUTION – PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED TRANSFER LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED TRANSFER") ("PROPOSED AMENDMENT")**

RESOLUTION 9

"THAT the proposed amendment to the Articles of Association of the Company to facilitate the Proposed Transfer as set out in the Appendix A of the Notice of Annual General Meeting be and is hereby approved.

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendment"

- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA 7011254)
LIM YEN TENG (LS0010182)
Company Secretaries

Kuala Lumpur
Date: 30 April 2018

NOTES: -

- In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 June 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 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 its Common Seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Section 340(1) of the Companies Act 2016, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Resolution 7

The proposed Ordinary Resolution, if passed, is primarily to give flexibility to the Board of Directors to issue and allot new shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

2. Resolution 8

For further information on the proposed Ordinary Resolution, please refer to the Circular to Shareholders dated 30 April 2018 accompanying the Annual Report of the Company for the financial year ended 31 December 2017.

3. Resolution 9

The proposed Special Resolution, if passed, will facilitate the proposed transfer listing from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad, the Securities Commission Malaysia and other relevant government and/or regulatory authorities.

STATEMENT ACCOMPANYING NOTICE OF 3RD ANNUAL GENERAL MEETING
(pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

There are no individuals who are standing for election as directors (excluding directors standing for a re-election).

APPENDIX A

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company are proposed to be amended in the following manner:-

Articles of Association

Article No.	Existing Article	Amended Article
2	Definition and Interpretation	Listing Requirements means the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market including any amendment thereto that may be made from time to time.
		Listing Requirements means the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market or Main Market including any amendment thereto that may be made from time to time.