



BINASAT COMMUNICATIONS BERHAD

(Company No: 1222656-D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Binasad Communications Berhad ("Binasad" or the "Company") will be held at Ballroom 2, Level 3A, Vivatel Hotel, 85, Jalan Loke Yew, 55200 Kuala Lumpur on Thursday, 29 November 2018 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Second Annual General Meeting of the Company which will be held at 10.00 a.m. on the same day and at the same venue, whichever is the later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME ("PROPOSED SIS")

THAT subject to the approval of all relevant regulatory authorities being obtained (where required) for the Proposed SIS, approval be and is hereby given to the Company to establish and implement a share issuance scheme of up to fifteen percent (15%) of the total number of issued shares of the Company ("Binasad Shares") or "Share(s)" at any point of time (excluding treasury shares, if any) during the duration of the Proposed SIS for the benefit of the employees and Directors of Binasad and its non-dormant subsidiary companies who fulfil the criteria for eligibility for participation in the Proposed SIS ("Eligible Persons"), and the Board of Directors of Binasad ("Board") be and is hereby authorised and empowered:

- to implement and administer the Proposed SIS of up to fifteen percent (15%) of the total number of issued Shares of the Company (excluding treasury shares, if any) at any one time over the duration of the Proposed SIS for the eligible directors and employees of Binasad and its subsidiary(ies) which are not dormant ("Binasad Group" or the "Group"), which shall be administered by a committee to be appointed and duly authorised by the Board ("SIS Committee") in accordance with the terms and conditions in the draft By-Laws of the Proposed SIS ("By-Laws") as set out in Appendix I of the circular to shareholders of the Company dated 31 October 2018 ("Circular");
- to give full effect to the Proposed SIS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- to offer and grant awards and/or options to subscribe for new Binasad Shares under the Proposed SIS (collectively "SIS Awards") as well as to allot and issue such number of new Binasad Shares upon the vesting and/or exercise of the SIS Awards (as the case may be) that may be granted under the Proposed SIS, provided that the maximum number of new Binasad Shares which may be made available under the Proposed SIS shall not in aggregate exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares, if any) at any point in time over the duration of the Proposed SIS, and that the new Binasad Shares to be allotted and issued arising from the vesting and/or exercise of the SIS Awards (as the case may be) shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing Binasad Shares, save and except that the new Binasad Shares will not be entitled to any dividends, rights, allotments and/or other form of distribution declared, made or paid to shareholders, for which the entitlement date is prior to the date of allotment of the new Binasad Shares. The new Binasad Shares will be subject to the provisions of the Constitution of the Company relating to transfer, transmission or otherwise;
- to add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws from time to time, provided that such addition, amendment, modification and/or deletion are permitted and are effected in accordance with the provisions of the By-Laws, and to do all the necessary in order to give full effect to the Proposed SIS;
- to extend the duration of the Proposed SIS for a period of up to another five (5) years immediately from the expiry of the initial five (5) years, provided always that such extension of the Proposed SIS made in accordance with the provisions of the By-Laws does not exceed a maximum period of ten (10) years in its entirety or such longer period as may be allowed by the relevant authorities; and
- to do all such acts and things, take such steps, execute all such documents, enter into all such arrangements, agreements, deeds and/or undertakings with any party(ies), make such rules or requirements or delegate parts of its power as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed SIS and terms of the By-Laws with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient and in the best interest of the Company.

THAT the Board be and is hereby authorised to do all the necessary and to make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for any new Binasad Shares that may thereafter from time to time be allotted and issued pursuant to the Proposed SIS and to give effect to the Proposed SIS with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary;

AND THAT the By-Laws as set out in Appendix I of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF SIS AWARDS TO TAN SRI DATUK CHAM HAK LIM

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Tan Sri Datuk Cham Hak Lim, the Independent Non-Executive Chairman of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Tan Sri Datuk Cham Hak Lim with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Tan Sri Datuk Cham Hak Lim as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF SIS AWARDS TO NA BOON AIK

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Na Boon Aik, the Managing Director of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Na Boon Aik with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Na Boon Aik as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF SIS AWARDS TO NA BON TIAM

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Na Bon Tiam, the Executive Director of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Na Bon Tiam with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Na Bon Tiam as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF SIS AWARDS TO ZULAMRAN BIN HAMAT

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Zulamran bin Hamat, the Executive Director cum Chief Executive Officer of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Zulamran bin Hamat with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Zulamran bin Hamat as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF SIS AWARDS TO DATO' SEOW THIAM FATT

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Dato' Seow Thiam Fatt, the Senior Independent Non-Executive Director of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Dato' Seow Thiam Fatt with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Dato' Seow Thiam Fatt as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF SIS AWARDS TO DATO' TAN YEE BOON

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Dato' Tan Yee Boon, the Independent Non-Executive Director of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to him from time to time pursuant to the vesting of his grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Dato' Tan Yee Boon with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Dato' Tan Yee Boon as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF SIS AWARDS TO DATO' LALLA NEZHA BINTI TUN MOHD KHALIL

THAT, subject to the passing of Ordinary Resolution 1 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the SIS Committee to award, from time to time throughout the duration of the Proposed SIS, SIS Awards to Dato' Lalla Nezha binti Tun Mohd Khalil, the Independent Non-Executive Director of the Company, provided always that not more than ten percent (10%) of the aggregate number of Binasad Shares to be issued under the Proposed SIS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued share capital of Binasad (excluding treasury shares), and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

THAT the Board be and is hereby authorised to allot and issue new Binasad Shares and/or transfer existing Binasad Shares pursuant to the Proposed SIS to her from time to time pursuant to the vesting of her grant.

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation of SIS Awards to Dato' Lalla Nezha binti Tun Mohd Khalil with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation of SIS Awards to Dato' Lalla Nezha binti Tun Mohd Khalil as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

Date: 31 October 2018

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- 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.
- 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"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing, executed by 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 notorally certified copy of such power of attorney or authority, shall be deposited at the office of the Share Registrar, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on **21 November 2018** (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.