



BINASAT COMMUNICATIONS BERHAD

Registration No. 201701008491 (1222656-D)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Binasat Communications Berhad ("**Binasat**" or "**Company**") will be held on Friday, 24 September 2021 at 11.00 a.m. or any adjournment thereof, as a fully virtual meeting via the online meeting platform at <https://agm.omesti.com> provided by Red Ape Solutions Sdn Bhd, for the purpose of considering and if thought fit, passing the resolutions below with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY BINASAT OF 255,000 ORDINARY SHARES IN BORDERLESS CONNECTION SDN. BHD. ("BCSB"), REPRESENTING 51% EQUITY INTEREST IN BCSB FROM NIK ABDUL HAKIM BIN ABD RAZAK AND MOHD SOLEHUDDIN BIN YAHYA ("VENDORS", COLLECTIVELY) FOR A PURCHASE CONSIDERATION OF RM18,360,000 TO BE SATISFIED VIA A COMBINATION OF RM5,360,000 IN CASH AND RM13,000,000 VIA THE ISSUANCE OF 37,142,856 NEW ORDINARY SHARES IN BINASAT ("BINASAT SHARES" OR "SHARES") ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.35 EACH ("PROPOSED ACQUISITION")

"THAT subject to the passing of Ordinary Resolution 2 and the relevant conditions as stipulated in the Share Sale Agreement dated 23 June 2021 ("**SSA**") between the Company and Vendors for the Proposed Acquisition being met or waived (as the case may be) and the approvals of all relevant parties and/or authorities being obtained (when required), authority be and is hereby given to the Board to acquire from the Vendors, 255,000 ordinary shares in BCSB, representing 51% equity interest in BCSB for a purchase consideration of RM18,360,000 to be satisfied via a combination of RM5,360,000 in cash and RM13,000,000 via the issuance of 37,142,856 Consideration Shares, subject to the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time in relation to the Proposed Acquisition;

THAT the Consideration Shares shall, upon allotment and issuance, carry the same rights with the then existing Binasat Shares. However, the Consideration Shares will not be entitled to any dividends, rights, allotment and/or any other distributions which may be declared, made or paid to the Company's shareholders unless such Consideration Shares were allotted and issued on or before the entitlement date of such rights, allotments and/or other distributions;

AND THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Acquisition, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF BINASAT AND ITS SUBSIDIARIES TO INCLUDE PROVISION OF UTILITIES INFRASTRUCTURE SERVICES INCLUDING TRANSMISSION AND DISTRIBUTION NETWORK UTILITY SERVICES AS WELL AS ENGINEERING, PROCUREMENT, CONSTRUCTION AND COMMISSIONING ("EPCC") OF SOLAR PHOTOVOLTAIC ("PV") FACILITIES ("PROPOSED DIVERSIFICATION")

"THAT subject to the passing of Ordinary Resolution 1 and subject to the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to Binasat and its subsidiaries to diversify its principal activities to include provision of utilities infrastructure services including transmission and distribution network utility services as well as EPCC of solar PV facilities;

AND THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Diversification, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Diversification."

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan

7 September 2021

NOTES:

1. As part of the safety measures to curb the spread of the COVID-19, the Company will conduct the EGM as a fully virtual meeting via Remote Participation and Electronic Voting ("**RPEV**") facilities provided by Red Ape Solutions Sdn Bhd at its portal at <https://agm.omesti.com>.

In view of the implementation of Phase 1 of the National Recovery Plan and pursuant to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 (Revised Guidance Note and FAQs), listed issuers are only allowed to conduct fully virtual meetings during this period. In a fully virtual meeting, all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

The main venue of the EGM for the purposes of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue, is the online meeting platform provided by Red Ape Solutions Sdn Bhd at its portal at <https://agm.omesti.com> in Malaysia.

Shareholders/proxies are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting using the RPEV facilities.

Please refer to the Administrative Guide for the EGM for the procedures to register, participate and vote remotely through the RPEV facilities.

2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead via RPEV facilities. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM of the Company shall have the same rights as the member to speak (in the form of real time submission of typed texts) at the EGM via RPEV facilities.
3. 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. 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 provisions of subsection 25A(1) of SICDA.
4. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
5. An instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney is duly authorised and in the case of corporation shall be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Only members whose names appear in the Record of Depositors on 13 September 2021 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the EGM or appoint proxy/proxies to attend and/or vote on his/her behalf via RPEV facilities.
7. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the EGM, as follows:

(a) **In hard copy form**

The original instrument appointing a proxy ("**Proxy Form**") or the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(b) **By electronic means**

The proxy form can also be lodged electronically via online meeting platform at <https://agm.omesti.com>. Please follow the procedures in the Administrative Guide for the EGM in order to deposit the Proxy Form electronically.

8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM will be put to vote by way of poll.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



BINASAT COMMUNICATIONS BERHAD

Registration No. 201701008491 (1222656-D)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (EGM)

Date	:	Friday, 24 September 2021
Time	:	11.00 a.m.
Remote Participation and Electronic Voting (“RPEV”) Facilities / Online Meeting Platform	:	https://agm.omesti.com
Meeting Venue	:	Online Meeting Platform at https://agm.omesti.com provided by Red Ape Solutions Sdn Bhd in Malaysia

FULLY VIRTUAL MEETING

As part of the safety measure to curb the spread of COVID-19 and for the well-being of the shareholders of Binasat Communications Berhad (“**Binasat**” or the “**Company**”), the EGM of the Company will be conducted on a fully virtual basis via live streaming and online remote voting using Remote Participation and Electronic Voting (“**RPEV**”) facilities provided by Red Ape Solutions Sdn Bhd at its online meeting platform (“**Portal**”) at <https://agm.omesti.com>.

This is in line with the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 (“**Revised Guidance Note and FAQs**”), whereby listed issuers are only allowed to conduct fully virtual meetings during the implementation of Phase 1 of the National Recovery Plan. A fully virtual meeting is conducted online where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders shall participate in the meeting online.

According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online meeting platform is located in Malaysia.

We strongly encourage you to participate in the fully virtual EGM via the virtual meeting facilities provided to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

Please note that the quality of the live webcast and online remote voting throughout the EGM is dependent on your internet bandwidth and the stability of your internet connection.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

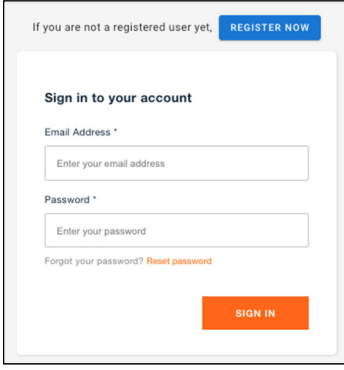
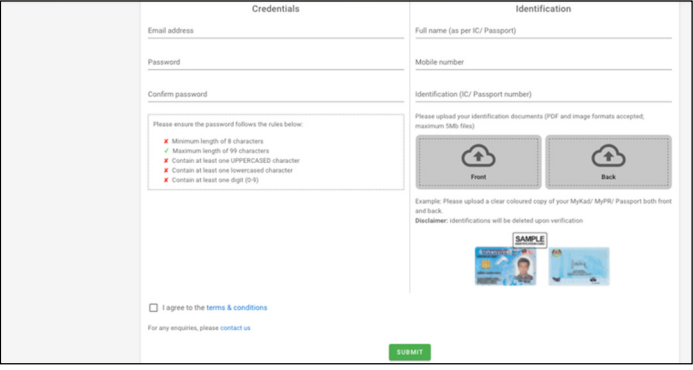
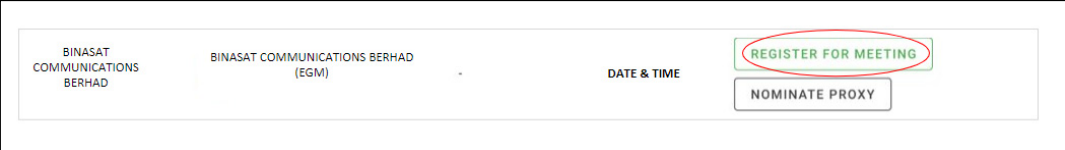
Only members whose names appear in the Record of Depositors on 13 September 2021 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the EGM or appoint proxy/ proxies to attend and/ or vote on his/ her behalf via RPEV facilities.

PROCEDURES TO PARTICIPATE IN RPEV

Shareholders/ proxies/ corporate representatives/ attorneys who wish to participate in the EGM remotely using the RPEV facilities, are to follow the requirement and procedures as summarised below:

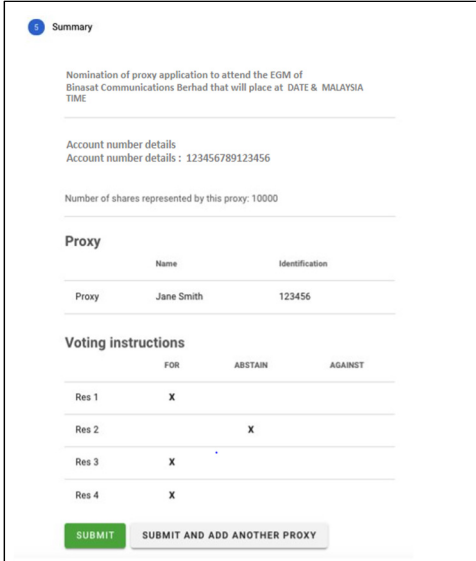
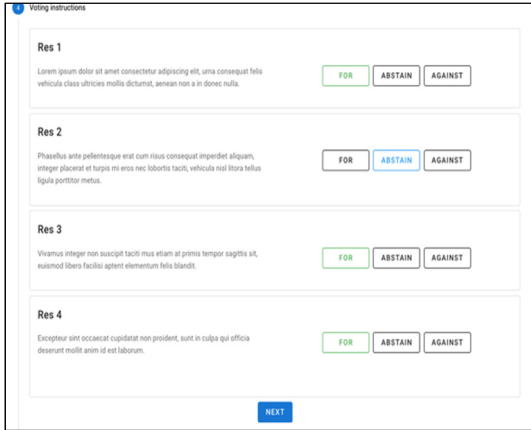
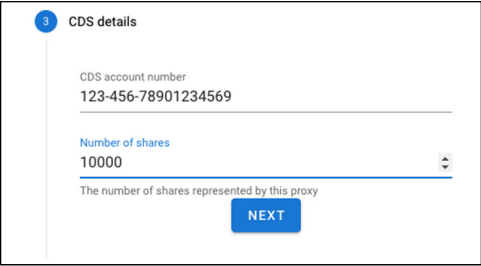
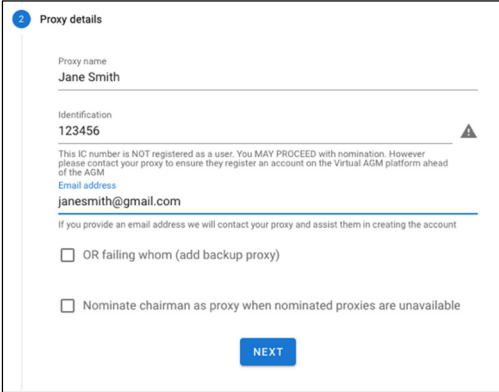
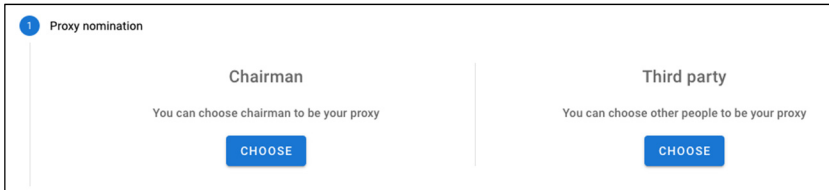
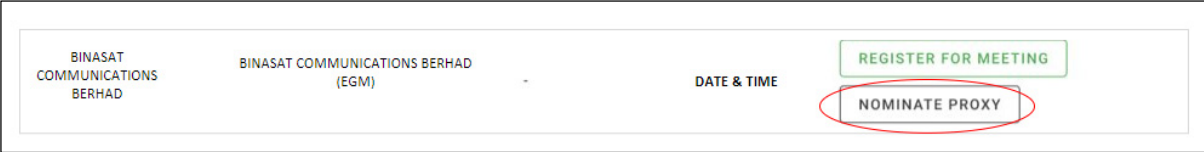
BEFORE EGM DAY

A: REGISTRATION



Procedures	Action
Before the day of the EGM	
<p>1. Register as a User</p>	<ul style="list-style-type: none"> ● IMPORTANT: All SHAREHOLDERS AND PROXIES must register as users on the Portal. [NOTE: If you have previously registered as a user on the Portal for an earlier meeting, you may skip this step.] ● Access the Portal at https://agm.omesti.com ● Click Login followed by Register to sign up as a user. ● Complete your registration by filling in the information required and upload a softcopy of your MyKAD (front and back) or Passport. ● Read and agree to the terms & conditions and then click Submit. ● Your registration will be verified and, once approved, an email will be sent to you. Your email address must be valid in order for you to receive your verification email.
	
<p>2. Register intent to participate in the EGM</p>	<ul style="list-style-type: none"> ● You must register your intent to participate in the EGM latest by 11.00 a.m. on Wednesday, 22 September 2021. Registration will be available from 9.00 a.m., Thursday, 9 September 2021 onwards. ● To register your intent to participate, visit the Portal at https://agm.omesti.com and login with your user ID and password. ● Go to Main Menu, select Virtual Meetings. ● On the BINASAT COMMUNICATIONS BERHAD EGM row, select Register For Meeting. ● Fill in your details as required, including your CDS number. ● After verification of your registration against the General Meeting Record of Depositors dated 13 September 2021, you will receive an email confirming your registration for remote participation. The email will contain a link for you to join the EGM. ● NOTE: You may register your intent to participate in the EGM when you register as a user. Alternatively, you may register your intent to participate in the EGM after your registration as a user is approved.
	

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

<p>3.</p>	<p>Appoint a Proxy</p>	<ul style="list-style-type: none"> • Should you be unable to participate in the EGM, you may appoint a proxy to participate and vote on your behalf. • On the BINASAT COMMUNICATIONS BERHAD EGM row, select NominateProxy. • Either select Chairman if you choose Chairman to be your proxy or Third Party if you choose other people to be your proxy. • Fill in your details as required including your CDS account number and Proxy details. • Should you wish to appoint more than one (1) proxy, you will need to key in their details separately (one submission per proxy), as well as the number of shares represented by each proxy. • Enter your voting instructions for the resolutions (otherwise your proxy will decide your vote) and submit. • You may view your proxy form submission under My Records. • NOTE: Your appointed proxy must register as a user on the portal [See Step 1] to be able to participate in the EGM on your behalf.
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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

4.	Submit Questions before the EGM	<ul style="list-style-type: none"> • Select Virtual Meetings under Main Menu. • On the BINASAT COMMUNICATIONS BERHAD EGM row, select Submit Question to post your questions. • You may only submit questions after your request to participate in the EGM is approved.
On the day of the EGM		
5.	Login to the Portal at https://agm.omesti.com and participate in the EGM through Live Streaming	EITHER: <ul style="list-style-type: none"> • Click on the link in your confirmation email at any time within 30 minutes before the start of the EGM. For security purposes, you may be asked for your credentials before entering the Portal. OR: <ul style="list-style-type: none"> • Login to the Portal with your user ID and password. • On BINASAT COMMUNICATIONS BERHAD EGM row, click Join Meeting. You will join the live streaming of the EGM. • Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
		
6.	Submit Questions During the EGM	<ul style="list-style-type: none"> • To submit question(s) for the Chairman/Board/Management during the EGM, you may use the Submit Question function on the right of the Live video. The Chairman / Board / Management will endeavor to respond during the EGM to all relevant questions submitted
7.	Online Remote Voting	<ul style="list-style-type: none"> • Voting will commence once the Chairman of the EGM declares that the voting platform is activated and will end upon declaration by the Chairman. • Select the Voting function next to Join Meeting • Cast your vote on all resolutions as shown on the screen. Click submit. Once submitted, your votes will be final and cannot be changed.
		
8.	End of RPEV facilities	<ul style="list-style-type: none"> • The RPEV facilities will end and the Submit Question function will be disabled as soon as the Chairman of the EGM announces the closure of the EGM.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

Note to users of the RPEV facilities:

- (a) Once your application to participate in the EGM is approved, you will be granted the rights to participate in the live stream broadcast of the EGM and to vote remotely. Your login to the Portal on the day of the EGM and clicking “Join Meeting” to join the live stream broadcast will indicate your presence at the EGM.
- (b) If you encounter any issues with your online registration, logging-in or online remote voting at the Portal, please call +603 9779 1708 during office hours or email to agm@omesti.com for assistance.

APPOINTMENT OF PROXY

- I. The EGM will be conducted on a fully virtual basis. If you are unable to participate in the EGM, you may appoint the Chairman of the EGM as proxy and indicate your voting instructions in the Proxy Form.
- II. You may submit the Proxy Form electronically via the Portal at <https://agm.omesti.com> no later than **Wednesday, 22 September 2021 at 11.00 a.m.**. See Step 3 above, “Appoint a Proxy”.

You may also submit the Proxy Form by email to bsr.helpdesk@boardoomlimited.com or by fax to 03-7890 4670 or by hand or post to the Share Registrar’s office as follows:

Boardroom Share Registrar Sdn Bhd
Ground Floor or 11th Floor
Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia.

Your Proxy Form must be submitted **not less than 48 hours before the time appointed for holding the EGM** or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid.

- III. **CORPORATE REPRESENTATIVES/ATTORNEYS:** In order to participate in the EGM via RPEV facilities, the following requirements apply and must be completed **not less than 48 hours before the time appointed for holding the EGM** or any adjournment thereof:

Corporate representatives of corporate shareholders	To deposit their original certificate of appointment of corporate representative at the Share Registrar’s office of the Company as above
Attorneys appointed by power of attorney	To deposit their power of attorney at the Share Registrar’s office as above

- IV. Any shareholder who has appointed a proxy/ attorney/ authorised representative to participate at the EGM via RPEV facilities **must ensure** that this person(s) **register as a user** at the Portal **latest by Wednesday, 22 September 2021 at 11.00 a.m.**

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

POLL VOTING

- I. Voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Red Ape Solutions Sdn Bhd as the Poll Administrator to conduct the poll by way of online remote voting. Quantegic Services Sdn Bhd is appointed as Scrutineers to verify the poll results.
- II. Shareholders/ proxies may proceed to vote on the resolutions online once the Chairman of the EGM declares that the voting platform is activated and will end upon declaration by the Chairman. Please refer to item 7 for voting procedures using the RPEV facilities.
- III. Upon completion of the voting session, the Scrutineers will verify the poll results. The declaration of results will be made by the Chairman of the EGM.

REVOCAION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the EGM yourself, please email to bsr.helpdesk@boardoomlimited.com to revoke the earlier appointed proxy(ies) at least 24 hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual EGM proceedings is allowed without the prior written permission of the Company.

DOOR GIFT/E-VOUCHER/FOOD VOUCHER

There will be NO door gift/e-voucher/food voucher for participating at the EGM.

DIGITAL COPIES OF EGM DOCUMENTS

- I. As part of our commitment to sustainable practices, the following documents of the Company are available for download from the Company's website at <https://www.binacom.com.my/investor-relations/>
 - **Circular to Shareholders dated 7 September 2021**
 - **Notice of EGM**
 - **Proxy Form**
 - **Requisition Form**
 - **Administrative Guide for the EGM**
- II. You may request for a printed copy of the Circular to Shareholders dated **7 September 2021** by sending the completed **Requisition Form** via email balan@boardroomlimited.com.

ENQUIRIES

If you have any enquiry relating to the EGM, please contact the following persons during office hours (9am to 6pm) on Mondays to Fridays (except public holidays):-

- (i) Enquiries relating to RPEV facilities

Tel : +603-9779 1708
Email : agm@omesti.com
Contact persons : Adela Hertanto / Sandy

PERSONAL DATA PRIVACY

By registering for the RPEV facilities and/or submitting the instrument appointing proxy(ies) and/ or representative(s), to attend, participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.