

Unless stated otherwise, all terms and abbreviations contained in this Abridged Prospectus are in the "Definitions" section of this Abridged Prospectus.

No securities will be allotted or issued based on this Abridged Prospectus after 6 months from the date of this Abridged Prospectus.

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS ABRIDGED PROSPECTUS. IF IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.

All enquiries concerning the Rights Issue should be addressed to our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. (Tel: 03-2783 9299).

The Documents are despatched only to our Entitled Shareholders whose names appear on our Record of Depositors as at 5.00 p.m. on 9 April 2024 and who have a registered address in Malaysia or who have provided our Share Registrar with a registered address in Malaysia in writing not later than 5.00 p.m. on 9 April 2024. The Documents are not intended to and will not be made to comply with the laws of any country or jurisdiction other than Malaysia and are not intended to and will not be issued, circulated or distributed in any country or jurisdiction other than Malaysia. No action has been or will be taken to ensure that the Rights Issue complies with the laws of any country or jurisdiction other than the laws of Malaysia. Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and other professional advisers as to whether the acceptance and/or renunciation (as the case may be) of the Provisional Allotments and application for the Excess Application would result in the contravention of any laws of such countries or jurisdictions. Our Company, our Principal Adviser and/or other advisers named herein shall not accept any responsibility or liability in the event that any acceptance or renunciation (as the case may be) of the Provisional Allotments and application for the Excess Application made by the Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions.

This Abridged Prospectus has been registered by the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Abridged Prospectus. The SC has not, in any way, considered the merits of the Rights Issue. A copy of the Documents have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

Approval for the Rights Issue has been obtained from our shareholders at our extraordinary general meeting held on 7 March 2024. Approval has also been obtained from Bursa Securities via its letter dated 29 January 2024 for amongst others, the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities. The listing of and quotation for the Rights Shares on the Main Market of Bursa Securities is not to be taken as an indication of the merits of the Rights Issue.

The SC is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Abridged Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Abridged Prospectus.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, PLEASE REFER TO "RISK FACTORS" AS SET OUT IN SECTION 5 OF THIS ABRIDGED PROSPECTUS.



BINASTRA

**BINASTRA CORPORATION BERHAD
(FORMERLY KNOWN AS COMINTEL CORPORATION BHD)**

Registration No. 200301027648 (630068-T)
(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF 45,250,000 NEW ORDINARY SHARES IN BINASTRA CORPORATION BERHAD ("BINASTRA" OR "COMPANY") ("BINASTRA SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.80 PER RIGHTS SHARE ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 10 EXISTING BINASTRA SHARES HELD AS AT 5.00 P.M. ON 9 APRIL 2024

Principal Adviser and Sole Underwriter



AmInvestment Bank

AmInvestment Bank Berhad

Registration No. 197501002220 (23742-V)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIME:-

Entitlement Date	: Tuesday, 9 April 2024 at 5.00 p.m.
Last date and time for sale of Provisional Allotment	: Friday, 19 April 2024 at 5.00 p.m.
Last date and time for transfer of Provisional Allotment	: Tuesday, 23 April 2024 at 4.30 p.m.
Last date and time for acceptance and payment	: Monday, 29 April 2024 at 5.00 p.m.
Last date and time for excess application and payment	: Monday, 29 April 2024 at 5.00 p.m.

This Abridged Prospectus is dated 9 April 2024

ALL TERMS AND ABBREVIATIONS USED HEREIN SHALL HAVE THE SAME MEANING AS THOSE DEFINED IN THE "DEFINITIONS" SECTION OF THIS ABRIDGED PROSPECTUS UNLESS STATED OTHERWISE.

OUR BOARD OF DIRECTORS HAS SEEN AND APPROVED ALL THE DOCUMENTATION RELATING TO THE RIGHTS ISSUE. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS ABRIDGED PROSPECTUS FALSE OR MISLEADING.

AMINVESTMENT BANK BERHAD, BEING THE PRINCIPAL ADVISER FOR THE RIGHTS ISSUE, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS ABRIDGED PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE RIGHTS ISSUE.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

THE VALUATION UTILISED FOR THE PURPOSE OF THE ACQUISITION SHOULD NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC, ON THE VALUE OF THE CONSTRUCTION EQUIPMENT.

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CMSA FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THIS ABRIDGED PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION; OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THE ABRIDGED PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

SECURITIES ARE OFFERED TO THE PUBLIC ON THE PREMISE OF FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE, FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA, IS RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO THE LAWS OF MALAYSIA. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF OUR SECURITIES BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. THE DOCUMENTS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY OUR SECURITIES IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF AND TO OBSERVE SUCH RESTRICTIONS.

THE DOCUMENTS HAVE BEEN PREPARED AND PUBLISHED SOLELY FOR THE RIGHTS ISSUE UNDER THE LAWS OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THE DOCUMENTS.

DEFINITIONS

Except where the context otherwise requires, the following definitions and abbreviations shall apply throughout this Abridged Prospectus:-

Abridged Prospectus	:	This Abridged Prospectus issued by Binastra dated 9 April 2024 in relation to the Rights Issue
Acquisition	:	The acquisition by BBSB of the Construction Equipment from BCSB for the Purchase Consideration pursuant to the SPA
Act	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
AmInvestment Bank or Principal Adviser or Sole Underwriter	:	AmInvestment Bank Berhad (Registration No. 197501002220 (23742-V))
BBSB or Purchaser	:	Binastra Builders Sdn. Bhd. (Registration No. 198501009307 (141757-V)), a wholly-owned subsidiary of Binastra
BCSB or Vendor	:	Binastra Construction (M) Sdn. Bhd. (Registration No. 198001004508 (58293-K))
Binastra or Company	:	Binastra Corporation Berhad (<i>formerly known as Comintel Corporation Bhd</i>) (Registration No. 200301027648 (630068-T))
Binastra Group or Group	:	Collectively, Binastra and its subsidiary
Binastra Share(s) or Share(s)	:	Ordinary share(s) in Binastra
Bloomberg	:	Bloomberg Finance Singapore L.P. and its affiliates
BNM	:	Bank Negara Malaysia
Board	:	Board of Directors of Binastra
Bonus Issue	:	Bonus issue of up to 543,000,000 Bonus Shares on the basis of 1 Bonus Share for every 1 existing Binastra Share held on a date to be determined and announced later by our Board
Bonus Share(s)	:	Up to 543,000,000 new Shares to be issued pursuant to the Bonus Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
By-Laws	:	The by-laws governing the ESS
CDS Account(s)	:	Central depository system account(s), which is/are a securities account(s) established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of depositors of securities and for dealings in such securities by the depositor

DEFINITIONS (CONT'D)

Change of Name	:	The change of name of our Company from “Comintel Corporation Bhd” to “Binastra Corporation Berhad” which has been effected on 8 March 2024
Circular	:	Circular to our shareholders dated 8 February 2024 in relation to the Corporate Exercises
Closing Date	:	Monday, 29 April 2024 at 5.00 p.m., being the last date and time for the acceptance of and payment for the Rights Shares and the Excess Application
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time including any re-enactment thereof
Code	:	The Malaysian Code on Take-Overs and Mergers 2016 issued by the SC, as amended from time to time including any re-enactment thereof
Construction Equipment	:	Collectively, the aluminium formwork systems, green formwork systems, self-climbing scaffolding and related accessories to be purchased by BBSB from BCSB in relation to the Acquisition
Corporate Exercises	:	Collectively, the Acquisition, the Rights Issue, the Private Placement, the ESS, the Bonus Issue and the Change of Name
Datuk Jackson Tan or Interested Director	:	Datuk Tan Kak Seng, who is deemed interested in the Rights Issue and the Acquisition
Director(s)	:	A natural person who holds a directorship in our Company, whether in an executive or non-executive capacity, within the meaning of Section 2(1) of the CMSA
Documents	:	This Abridged Prospectus and the accompanying NPA and RSF
e-NPA	:	Electronic NPA
e-RSF	:	Electronic RSF
e-Subscription	:	Electronic subscription
EGM	:	Extraordinary general meeting of our Company
Eligible Person(s)	:	The eligible executive directors (excluding independent directors, alternate directors and substitute directors) and executives of Binastra Group who fulfil the criteria of eligibility as stipulated in the By-Laws
Entitled Shareholder(s)	:	Shareholders of our Company whose names appear in our Company's Record of Depositors on the Entitlement Date
Entitlement Date	:	5.00 p.m. on Tuesday, 9 April 2024, being the time and date on which the names of our Entitled Shareholders must appear in the Record of Depositors of our Company as at the close of business on that date in order to be entitled to participate in the Rights Issue
EPS	:	Earnings per Share
ESS	:	Executives' share scheme of Binastra comprising an executives' share option scheme and a restricted share grant plan, which has yet to take effect and will only be implemented after the completion of the Rights Issue

DEFINITIONS (CONT'D)

ESS Awards	:	An award made in writing by the committee appointed by our Board to administer the ESS, to an Eligible Person from time to time within the duration of the ESS to participate in the ESS in the manner stipulated in the By-Laws
ESOS Options	:	The right of an Eligible Person to subscribe for new and/or existing Binastra Shares under the executives' share option scheme pursuant to their acceptance of a grant of ESOS Options in the manner as stipulated in the By-Laws
Excess Application	:	Application for excess Rights Shares not taken up or not validly taken up by our Entitled Shareholders and/or their renounee(s) and transferee(s)
Full Basis Subscription	:	Our Company's intention to undertake the Rights Issue on a full subscription basis wherein it would entail the issuance of 45,250,000 Rights Shares
FYE	:	Financial year ended/ending 31 January, as the case may be
JCSB	:	JT Conglomerate Sdn. Bhd. (Registration No. 202101029188 (1429488-T))
Knight Frank or Independent Valuer	:	Knight Frank Malaysia Sdn. Bhd. (Registration No. 200201017816 (585479-A))
LAT	:	Loss after tax
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	13 March 2024, being the latest practicable date prior to the issuance of this Abridged Prospectus
LSY	:	Lee Seng Yong
Market Day(s)	:	Any day(s) between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
MFRS 2	:	MFRS 2 Share-based Payment issued by the Malaysian Accounting Standards Board
NA	:	Net assets
NPA	:	Notice of provisional allotment in relation to the Rights Issue
PAT	:	Profit after tax
Placement Share(s)	:	Up to 45,250,000 new Shares to be issued pursuant to the Private Placement
PN17	:	Practice Note 17 of the Listing Requirements
PN17 Regularisation	:	Our Company's regularisation plan to regularise our PN17 status, which was completed on 5 December 2022

DEFINITIONS (CONT'D)

Private Placement	: The private placement of up to 45,250,000 Placement Shares, which represents approximately 10% of the total number of issued Shares, at an issue price to be determined and to placee(s) to be identified at a later stage
Provisional Allotments	: Rights Shares provisionally allotted to our Entitled Shareholders
Purchase Consideration	: Purchase consideration of RM35.00 million payable by BBSB to BCSB pursuant to the terms of the SPA for the Acquisition
RCPS	: Redeemable convertible preference shares
Record of Depositors	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
Registered Entitled Shareholders	: Entitled Shareholders who are registered users of TIIH Online
Rights Issue	: Renounceable rights issue of 45,250,000 Rights Share at the Rights Issue Price on the basis of 1 Rights Share for every 10 existing Binastra Shares held as at 5.00 p.m. on Tuesday, 9 April 2024
Rights Issue Price	: The issue price of RM0.80 for each Rights Share
Rights Shares	: 45,250,000 new Binastra Shares to be issued pursuant to the Rights Issue
RM and sen	: Ringgit Malaysia and sen, respectively
RSF	: Rights subscription form in relation to the Rights Issue
RSG Award(s)	: The grant of an award of such number of Shares to the Eligible Persons without any consideration payable by the Eligible Persons in the manner stipulated in the By-Laws
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions
Rules of Bursa Depository	: The rules of Bursa Depository issued pursuant to the SICDA, as amended from time to time
SC	: Securities Commission Malaysia
Share Registrar	: Tricor Investor & Issuing House Services Sdn. Bhd. (Registration No. 197101000970 (11324-H))
SICDA	: Securities Industry (Central Depositories) Act 1991, as amended from time to time including any re-enactment thereof
SPA	: Conditional sale and purchase agreement dated 6 December 2023 entered into between BBSB and BCSB for the Acquisition
TERP	: Theoretical ex-rights price
TIIH Online	: Tricor's proprietary application to facilitate our Entitled Shareholders to subscribe for the Provisional Allotments and to apply for the excess Rights Shares electronically

DEFINITIONS (CONT'D)

Undertakings	: The irrevocable and unconditional undertakings provided by the Undertaking Shareholders vide their respective Undertaking Letters to fully subscribe for their respective entitlements of 32,283,852 Rights Shares for a total subscription amount of RM25,827,081.60
Undertaking Letters	: Collectively, JCSB's irrevocable and unconditional undertaking letters dated 6 December 2023 and 13 March 2024 as well as Datuk Jackson Tan's and LSY's irrevocable and unconditional undertaking letters dated 6 December 2023 respectively.
Undertaking Shareholders	: Collectively, JCSB, Datuk Jackson Tan and LSY
Underwriting	: The underwriting arrangement between our Company and the Sole Underwriter for 12,966,148 Rights Shares for a total subscription amount of RM10,372,918.40
Underwriting Agreement	: Underwriting agreement dated 25 March 2024 executed by our Company and AmInvestment Bank for the Rights Issue
VWAP	: Volume weighted average market price

All references to “**our Company**” in this Abridged Prospectus are to Binastra, and where the context otherwise requires, “**our subsidiary**” refers to the subsidiary of Binastra. “**Our Group**” collectively refers to our Company and our subsidiary. All references to “**we**”, “**us**” and “**our**” and “**ourselves**” are to our Company, or where the context requires, our Group or our subsidiary.

All references to “**you**” and “**your**” in this Abridged Prospectus are to our Entitled Shareholders and/or, where the context otherwise requires, their renounee(s) and/or transferee(s) (if applicable).

Unless specifically referred to, words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Abridged Prospectus to any statute is a reference to that statute as for the time being amended or re-enacted. Any reference to a date and time of day in this Abridged Prospectus shall be a reference to the relevant Malaysian date and time, unless otherwise specified.

Certain amounts and percentage figures included in this Abridged Prospectus have been subject to rounding adjustments. Any discrepancy between the figures shown in this Abridged Prospectus and figures published by our Company, such as quarterly reports or annual reports, is due to rounding.

Certain statements in this Abridged Prospectus may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of forward-looking statements in this Abridged Prospectus should not be regarded as any representation or warranty that our Company's plans and objectives will be achieved.

ADVISERS' DIRECTORY

- PRINCIPAL ADVISER AND SOLE UNDERWRITER** : **AmInvestment Bank Berhad**
22nd Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur
Malaysia

Tel. No.: +603 2036 2633
Fax. No.: +603 2078 2842
- SOLICITORS FOR THE RIGHTS ISSUE** : **Mah-Kamariyah & Philip Koh**
3A07, Block B, Phileo Damansara II
15 Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya, Selangor
Malaysia

Tel. No.: +603 7956 8686
Fax. No.: +603 7956 2208
- COMPANY SECRETARIES** : Seow Fei San
(MAICSA 7009732)
(SSM Practicing Certificate No. 201908002299)

Mok Mee Kee
(MAICSA 7029343)
(SSM Practicing Certificate No. 201908002288)

Epsilon Advisory Services Sdn. Bhd.
802, 8th Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Tel. No.: +603-7803 1126/7806 2116
Fax. No.: +603-7806 1387/7806 1261
- SHARE REGISTRAR** : **Tricor Investor & Issuing House Services Sdn. Bhd.**
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Tel. No.: +603 2783 9299
Fax. No.: +603 2783 9222

ADVISERS' DIRECTORY (CONT'D)

INDEPENDENT VALUER	:	Knight Frank Malaysia Sdn. Bhd. Level 10, Menara Southpoint Mid Valley City Medan Syed Putra Selatan 59200 Kuala Lumpur Tel. No.: +603 2289 9688 Fax. No.: +603 2289 9788 Valuer-in-charge: Justin Chee Ting Hwang Registration No.: V-774 Registered Valuer and Estate Agent of Board of Valuers, Appraisers, Estate Agents and Property Managers
STOCK EXCHANGE LISTING	:	Main Market of Bursa Securities

The professional experience and qualification of expert whose reports, summaries or statements are included in this Abridged Prospectus is set out below:-

Knight Frank Malaysia Sdn. Bhd.

Knight Frank was established in Malaysia in 2002 and is registered with the Board of Valuers, Appraisers and Estate Agents (Registration No. VE(1) 0141) and is licensed to undertake property valuations/consultancy, estate agency and property management. The company is also on the panel of all leading banks and financial institutions.

Justin Chee Ting Hwang is an Executive Director of Knight Frank since 2017. He has approximately 17 years of experience in the Malaysian real estate industry primarily focusing in valuation, advisory, research and consultancy works. He is a Registered Valuer Estate Agent and Property Manager with the Board of Valuers, Appraisals, Estate Agents & Property Managers (Registration No. V-774).

SUMMARY OF THE RIGHTS ISSUE

This summary of the Rights Issue only highlights the key information from other parts of this Abridged Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Abridged Prospectus.

Details of the Rights Issue The Rights Issue entails the issuance of 45,250,000 Rights Shares at the issue price of RM0.80 per Rights Share, on the basis of 1 Rights Share for every 10 existing Binastra Shares held by the Entitled Shareholders.

Section 2.1 of this Abridged Prospectus

Rights Issue Price The Rights Issue Price has been fixed at RM0.80 per Rights Share, representing a discount of 39.39% to the TERP of Binastra Shares of RM1.32 based on the 5-day VWAP of Binastra Shares of RM1.3718 up to and including 22 November 2023, being the latest practicable date prior to the announcement of the Rights Issue.

Section 2.2 of this Abridged Prospectus

Shareholders' Undertakings and underwriting arrangement The Rights Issue will be undertaken on a Full Subscription Basis to raise gross proceeds of RM36.20 million. In order to achieve this, our Company has procured the Undertaking Letters from the Undertaking Shareholders to fully subscribe for their respective entitlements under the Rights Issue and has entered into the Underwriting Agreement dated 25 March 2024 with the Sole Underwriter to underwrite up to 12,966,148 Rights Shares.

Sections 2.4 and 2.5 of this Abridged Prospectus

Pursuant to the Undertaking Letters, the Undertaking Shareholders have:-

- (i) irrevocably and unconditionally undertaken not to sell or in any other way dispose of or transfer any of their shareholding or existing interest in our Company or any part thereof from the date of the Undertaking Letters until after the Entitlement Date; and
- (ii) confirmed that they have sufficient financial means and resources to fulfil their obligations under their respective Undertakings and such confirmations have been verified by AmInvestment Bank.

As the Rights Issue will be undertaken on a Full Subscription Basis, the Undertaking will not result in any change to the percentage of shareholdings of the Undertaking Shareholders in our Company.

Take-over implications

Section 2.6 of this Abridged Prospectus

The fulfilment of the Undertakings by JCSB and Datuk Jackson Tan (who is the shareholder of JCSB) are not expected to give rise to any mandatory take-over offer pursuant to the Rules after taking into consideration that the Rights Issue is being undertaken on a Full Subscription Basis and after taking into consideration of the Undertakings and the Underwriting as well as JCSB's shareholdings in Binastra as at the LPD being more than 50%.

Utilisation of proceeds

Section 3 of this Abridged Prospectus

Details of utilisation	(RM'000)	%	Estimated timeframe for utilisation from the receipt of proceeds
To fund the Purchase Consideration for the Acquisition	35,000	96.69	Immediate
General working capital ⁽ⁱ⁾	1,200	3.31	Within 12 months
Total estimated proceeds	36,200	100.00	

SUMMARY OF THE RIGHTS ISSUE (CONT'D)

<p>Utilisation of proceeds (cont'd)</p> <p><i>Section 3 of this Abridged Prospectus</i></p>	<p>Note:-</p> <p>(i) <i>Comprises (1) staff related expenses such as employees' salaries and allowances, wages, overtime and other statutory contributions and payments; and (2) general administrative expenses such as rent, utilities as well as professional and consultants' fees.</i></p> <p>Further details of the Acquisition are set out in Appendix III of this Abridged Prospectus.</p>
<p>Rationale for the Rights Issue</p> <p><i>Section 4 of this Abridged Prospectus</i></p>	<p>The Rights Issue will enable our Company to, inter alia, raise the required proceeds to be utilised to fund the Purchase Consideration for the Acquisition and provide all Entitled Shareholders with an opportunity to participate in an equity offering on a pro-rata basis and to increase their equity participation in our Company at a discount to the prevailing market price.</p> <p>In addition, the Rights Issue will also enable our Company to issue new Binastra Shares without diluting our shareholders' equity interests provided that the Entitled Shareholders fully subscribe for their respective entitlements to the Rights Shares under the Rights Issue.</p> <p>The enlarged capital base upon the completion of the Rights Issue will also further strengthen our Group's financial position and the benefits from the utilisation of proceeds therefrom are expected to improve our Group's future earnings.</p>
<p>Risk factors</p> <p><i>Section 5 of this Abridged Prospectus</i></p>	<p>Before making an investment decision, you should carefully consider the risk factors, which include, amongst others, as follows:-</p> <p><u>Risks relating to our Group's business:-</u></p> <p>(i) Our business and financial performance are dependent on our ability to secure new projects to ensure the continuity of our order book to sustain our business.</p> <p>(ii) We face the risk of cost overruns for our projects as they are mainly based on a fixed contract value.</p> <p>(iii) We are dependent on the services of our subcontractors to perform certain works for our construction projects.</p> <p>(iv) Dependency on our key management and technical personnel.</p> <p>(v) Our projects may be subject to delays resulting in the risk of claims relating to liquidated and ascertained damages.</p> <p><u>Risks relating to the Acquisition:-</u></p> <p>(i) Risks relating to the prospect of the Construction Equipment.</p> <p>(ii) Non-completion risk.</p> <p>Further details on the risks relating to the industry in which our Group operates as well as risks relating to the Rights Issue respectively are set out in Sections 5.2 and 5.4 of this Abridged Prospectus.</p>
<p>Procedures for application for the Rights Issue</p> <p><i>Section 9 of this Abridged Prospectus</i></p>	<p>Acceptance of and payment for the Provisional Allotments allotted to you and Excess Applications must be made by way of the RSF enclosed together with this Abridged Prospectus or by way of e-Subscription in accordance with the terms and conditions contained therein.</p> <p>The last day, date and time for acceptance of and payment for the Provisional Allotments and the Excess Applications is on Monday, 29 April 2024 at 5.00 p.m.</p>

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BINASTRA
BINASTRA CORPORATION BERHAD
(FORMERLY KNOWN AS COMINTEL CORPORATION BHD)
Registration No. 200301027648 (630068-T)
(Incorporated in Malaysia)

Registered Office
802, 8th Floor, Block C
Kelana Square
17 Jalan SS7/26
47301 Petaling Jaya
Selangor Darul Ehsan

9 April 2024

Board of Directors

Tan Sri Dato' Samshuri bin Arshad (*Independent Non-Executive Chairman*)
Datuk Tan Kak Seng (*Managing Director*)
Lee Seng Yong (*Executive Director*)
Teh Soon Hin (*Independent Non-Executive Director*)
Tan Mai Yean (*Independent Non-Executive Director*)
Low Tuan Lee (*Independent Non-Executive Director*)

To: Entitled Shareholders

Dear Sir/Madam,

RENOUNCEABLE RIGHTS ISSUE OF 45,250,000 RIGHTS SHARES AT AN ISSUE PRICE OF RM0.80 PER RIGHTS SHARE ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 10 EXISTING BINASTRA SHARES HELD BY THE ENTITLED SHAREHOLDERS AT 5.00 P.M. ON THE ENTITLEMENT DATE

1. INTRODUCTION

On 6 December 2023, AmInvestment Bank had, on behalf of our Board, announced that we had proposed to undertake the Corporate Exercises.

On 30 January 2024, AmInvestment Bank had, on behalf of our Board, announced that Bursa Securities had vide its letter dated 29 January 2024 granted its approval for the following:-

- (i) listing of and quotation for 45,250,000 Rights Shares to be issued pursuant to the Rights Issue;
- (ii) listing of and quotation for up to 45,250,000 Placement Shares to be issued pursuant to the Private Placement;
- (iii) listing of and quotation for up to 543,000,000 Bonus Shares to be issued pursuant to the Bonus Issue; and
- (iv) listing of and quotation for such number of new Binastra Shares to be issued pursuant to the ESS, representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the ESS,

on the Main Market of Bursa Securities.

Bursa Securities' approval is subject to the following conditions:-

No.	Conditions	Status of compliance
1.	Binastra and AmInvestment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the respective Corporate Exercises;	To be complied
2.	AmInvestment Bank to inform Bursa Securities upon the completion of the respective Corporate Exercises;	To be complied
3.	AmInvestment Bank to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the respective Corporate Exercises are completed;	To be complied
4.	Binastra / AmInvestment Bank is required to furnish Bursa Securities with certified true copy of the resolutions passed by the shareholders at the forthcoming general meeting for the respective Corporate Exercises prior to the listing and quotation of the Shares;	Complied
5.	Binastra / AmInvestment Bank is required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements pursuant to the Bonus Issue;	To be complied
6.	AmInvestment Bank is required to submit a confirmation to Bursa Securities of full compliance of the ESS pursuant to Paragraph 6.43(1) of the Listing Requirements and stating the effective date of implementation, together with the following: (i) A certified true copy of the resolution passed by the shareholders in general meeting approving the ESS; and (ii) Letter of compliance in relation to the By-Laws pursuant to Paragraph 2.12 of the Listing Requirements together with a copy of the final By-Laws; and	To be complied
7.	Binastra is required to furnish to Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the ESS as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

On 7 March 2024, our shareholders had approved the Rights Issue, the Acquisition, the Bonus Issue, the ESS and the Change of Name at our EGM.

On 25 March 2024, our Company entered into the Underwriting Agreement with AmInvestment Bank in connection to the Rights Issue.

On 25 March 2024, AmInvestment Bank had, on behalf of our Board, announced that the Entitlement Date has been fixed at 5.00 p.m. on Tuesday, 9 April 2024.

For information purposes, the Acquisition is conditional upon the Rights Issue. The remaining Corporate Exercises, namely the Rights Issue, the Private Placement, the ESS, the Bonus Issue and the Change of Name are not conditional upon each other. The Rights Issue is not conditional upon the Acquisition. It is our intention to implement the Acquisition after the completion of the Rights Issue. Thereafter, the Private Placement and the ESS are expected to be implemented after the completion of the Rights Issue and the Acquisition. The Bonus Issue shall be implemented after the completion of the Private Placement.

No person is authorised to give any information or make any representation not contained herein in connection with the Rights Issue and if given or made, such information or representation must not be relied upon as having been authorised by AmInvestment Bank or by us.

YOU ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS WHICH SETS OUT THE DETAILS AND RISK FACTORS ASSOCIATED WITH THE RIGHTS ISSUE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. PARTICULARS OF THE RIGHTS ISSUE

2.1 Details of the Rights Issue

The Rights Issue entails the issuance of 45,250,000 Rights Shares at the issue price of RM0.80 per Rights Share, on the basis of 1 Rights Share for every 10 existing Binastra Shares held by the Entitled Shareholders.

As at the LPD, our total number of issued Shares is 452,500,000 Binastra Shares. We do not have any treasury shares and have yet to effect the ESS.

The Rights Issue is renounceable in full or in part. Accordingly, the Entitled Shareholders may fully or partially renounce their entitlements under the Rights Issue. Any unsubscribed Rights Shares will be made available to other Entitled Shareholders and/or their renounee(s) under Excess Applications and to such other persons as our Board shall determine. The Rights Shares will be provisionally allotted to the Entitled Shareholders. It is the intention of our Board to allocate the excess Rights Shares in a fair and equitable manner on a basis as set out in Section 9.9 of this Abridged Prospectus.

In determining the entitlements of the Entitled Shareholders, fractional entitlements, if any, will be disregarded and dealt with in such manner and on such terms and conditions as our Board in its absolute discretion deems fit and expedient or in the best interest of our Company.

As you are an Entitled Shareholder and the Rights Shares are prescribed securities, your CDS Account will be duly credited with the number of Provisional Allotments which you are entitled to subscribe for in full or in part under the terms of the Rights Issue. You will find enclosed in this Abridged Prospectus, a NPA notifying you of the crediting of such Provisional Allotments into your CDS Account and a RSF which is to be used for the acceptance of the Provisional Allotments, and for the application of any excess Rights Shares under the Excess Application, should you wish to do so.

The Documents in relation to the Rights Issue will not be sent to our shareholders whose addresses in our Company's Record of Depositors are not in Malaysia, to avoid any violation on the part of our Company of any securities laws applicable outside of Malaysia.

Any dealing in our securities will be subject to, amongst others, the provisions of the SICDA, the Rules of Bursa Depository and any other relevant legislation. Accordingly, upon subscription, the Rights Shares will be credited directly into the respective CDS Accounts of the successful applicants. No physical share certificates will be issued but notices will be despatched to the successful applicants of the Rights Shares.

2.2 Basis and justification of determining the Rights Issue Price

Our Company has fixed the issue price of RM0.80 per Rights Share after taking into consideration, amongst others, the following:-

- (i) the funding requirements of Binastra Group, as set out in Section 3 of this Abridged Prospectus;
- (ii) the prevailing market conditions as well as the current and historical market price of Binastra Shares for the past 12 months as set out in Section 6 of Appendix I of this Abridged Prospectus; and
- (iii) the resultant TERP of Binastra Shares of approximately RM1.32 computed based on the 5-day VWAP of Binastra Shares up to and including 22 November 2023, being the latest practicable date prior to the announcement of the Rights Issue, of RM1.3718 whereby the Rights Issue Price represents a discount of approximately 39.39% to the TERP. Notwithstanding the Undertakings and the Underwriting to achieve the Full Subscription Basis, the aforesaid discount is intended to provide the Entitled Shareholders with an attractive opportunity to increase their participation in our Company on a pro-rata basis at a discount to the prevailing market price of Binastra Shares and to reward the Entitled Shareholders for their continuous support to our Company.

For information purposes, the TERP of Binastra Shares, computed based on the 5-day VWAP of Binastra Shares up to and including the LPD of RM1.6721 per Binastra Share is RM1.59. The Rights Issue Price represents a discount of approximately 49.69% to the TERP.

2.3 Ranking of the Rights Shares

The Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing Binastra Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of Binastra, on the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares.

2.4 Shareholders' Undertakings

It is the intention of our Company to undertake the Rights Issue on the Full Subscription Basis, where it would entail the issuance of 45,250,000 Rights Shares to raise gross proceeds of RM36.20 million, which will be channeled towards the utilisation as set out in Section 3 of this Abridged Prospectus.

To meet the Full Subscription Basis, our Company has procured the Undertaking Letters from the Undertaking Shareholders to fully subscribe for their respective entitlements under the Rights Issue based on their shareholdings in our Company as at 6 December 2023.

The details of the Undertaking Shareholders based on the Undertakings are as follows:-

Undertaking Shareholders	Shareholdings as at the LPD		Undertakings		Shareholdings after the Rights Issue	
	No. of Shares	% ⁽ⁱ⁾	Entitlement ⁽ⁱⁱ⁾	Subscription amount (RM'000)	No. of Shares	% ⁽ⁱⁱⁱ⁾
JCSB	231,057,870	51.06	23,105,787	18,485	254,163,657	51.06
Datuk Jackson Tan	55,000,000	12.15	5,500,000	4,400	60,500,000	12.15
LSY	36,780,650	8.13	3,678,065	2,942	40,458,715	8.13
Total	322,838,520	71.34	32,283,852	25,827	355,122,372	71.34

Notes:-

- (i) *Based on our Company's issued share capital of 452,500,000 Binastra Shares as at the LPD.*
- (ii) *Based on the entitlement basis for the Rights Issue of 1 Rights Share for every 10 existing Binastra Shares.*
- (iii) *Based on our Company's enlarged issued share capital of 497,750,000 Binastra Shares upon completion of the Rights Issue under the Full Subscription Basis.*

Pursuant to the Undertaking Letters, the Undertaking Shareholders have:-

- (i) irrevocably and unconditionally undertaken not to sell or in any other way dispose of or transfer any of their shareholding or existing interest in our Company or any part thereof from the date of the Undertaking Letters until after the Entitlement Date; and
- (ii) confirmed that they have sufficient financial means and resources to fulfil their obligations under their respective Undertakings and such confirmations have been verified by AmInvestment Bank.

The remaining portion of 12,966,148 Rights Shares, being 28.66% of the total Rights Shares, for which no undertaking has been obtained will be fully underwritten via the Underwriting.

2.5 Underwriting arrangement

We had on 25 March 2024, entered into the Underwriting Agreement with AmInvestment Bank to underwrite up to 12,966,148 Rights Shares, representing approximately 28.66% of the total Rights Shares available for subscription pursuant to the Rights Issue at the Rights Issue Price. The total value of the underwritten Rights Shares amounts to approximately RM10.37 million.

The underwriting commission of AmInvestment Bank is 1.25% of the value of the underwritten Rights Shares and all relevant costs in relation to the Underwriting will be borne by us.

For avoidance of doubt, the underwritten Rights Shares do not include any of the Undertaking Shareholders' entitlements under the Rights Issue as set out in Section 2.4 of this Abridged Prospectus, for which the Undertakings have been obtained.

2.6 Take-over implications and public shareholding spread requirements

The fulfilment of the Undertakings by JCSB and Datuk Jackson Tan (who is the shareholder of JCSB) are not expected to give rise to any mandatory take-over offer pursuant to the Rules after taking into consideration that the Rights Issue is being undertaken on a Full Subscription Basis and after taking into consideration of the Undertakings and the Underwriting as well as JCSB's shareholdings in Binastra as at the LPD being more than 50%.

The Undertakings and the Underwriting are not expected to result in non-compliance of the public spread requirements by our Company pursuant to Paragraph 8.02(1) of the Listing Requirements in view that the Rights Issue is undertaken on the Full Subscription Basis.

3. UTILISATION OF PROCEEDS

Based on the Rights Issue Price, the Rights Issue will raise gross proceeds of RM36.20 million, which is expected to be utilised in the following manner:-

Details of utilisation	(RM'000)	%	Estimated timeframe for utilisation from the receipt of proceeds
To fund the Purchase Consideration for the Acquisition	35,000	96.69	Immediate
General working capital	1,200	3.31	Within 12 months
Total estimated proceeds	36,200	100.00	

Pending full utilisation of the proceeds from the Rights Issue for the below purposes, the proceeds will be placed in interest-bearing deposits with financial institutions or short-term money market instruments. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used for our Group's working capital purposes.

(i) To fund the Purchase Consideration for the Acquisition

The earmarked proceeds of RM35.00 million will be utilised to wholly finance the Purchase Consideration for the Acquisition, wherein the Acquisition provides a good opportunity for our Company to have ownership of the Construction Equipment after taking into consideration the substantial growth in its construction order book. The Acquisition will also allow our Group to reduce reliance on external parties for the supply of the Construction Equipment such that our Group will have more flexibility in the coordination of deploying the Construction Equipment according to our project schedule. Please refer to Appendix III of this Abridged Prospectus for further information on the Acquisition.

For information purposes, it was disclosed in our Circular that in the event the Acquisition fails to materialise, following the completion of the Rights Issue, our Group shall utilise the proceeds raised from the Rights Issue to fund our Group's working capital requirements such as purchase of construction materials and labour cost and/or payment to sub-contractors for our Group's construction business. As at the LPD, our Group has an outstanding order book of approximately RM1.33 billion from its 15 on-going construction projects. For information purposes, as at the LPD, save for our Company having implemented and completed the Rights Issue, which is the subject matter of this Abridged Prospectus, the other conditions precedent pursuant to the SPA as set out in Section 7 of Appendix III have been met.

(ii) General working capital

Our Company intends to allocate RM1.20 million to fund our Group's general working capital for our day-to-day operations, the breakdown of which is as follows:

Details	RM'000
Staff related expenses ^(a)	1,000
General administrative expenses ^(b)	200
Total	1,200

Notes:-

- (a) Includes employees' salaries and allowances, wages, overtime and other statutory contributions and payments.
- (b) Includes rent, utilities as well as professional and consultants' fees.

4. RATIONALE FOR THE RIGHTS ISSUE

After due consideration of the various options available as well as the capital structure of our Company, our Company is of the opinion that the Rights Issue is the most appropriate means of fund raising after taking into consideration, inter alia:-

- (i) to enable our Company to raise the required proceeds to be utilised in the manner as set out in Section 3 of this Abridged Prospectus, in particular, to fund the Purchase Consideration for the Acquisition. Our Board (save for the Interested Director) believes that the Acquisition is in the best in interest of our Group taking into account the rationale for the Acquisition set out in Section 3 of Appendix III;
- (ii) the Rights Issue will provide all the Entitled Shareholders with an opportunity to participate in an equity offering on a pro-rata basis and to increase their equity participation in our Company at a discount to the prevailing market price;
- (iii) the Rights Issue will enable our Company to issue new Binastra Shares without diluting our shareholders' equity interests provided that the Entitled Shareholders fully subscribe for their respective entitlements to the Rights Shares under the Rights Issue;
- (iv) our Company is able to ensure that the Rights Issue will be fully subscribed in order for our Company to raise the required proceeds in view of the Undertaking as well as the Underwriting; and
- (v) the enlarged capital base upon the completion of the Rights Issue will also further strengthen our Group's financial position and the benefits from the utilisation of proceeds therefrom are expected to improve our Group's future earnings.

Our Company is of the opinion that it is an opportune time to undertake the current fundraising exercises after taking into consideration our Company's current growth strategy, wherein our Group has an outstanding order book amounting to RM1.33 billion as at the LPD.

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5. RISK FACTORS

In addition to other information contained in this Abridged Prospectus, you should carefully consider the following risk factors before subscribing for or investing in the Rights Issue:-

5.1 Risks relating to our Group's business

5.1.1 Our business and financial performance are dependent on our ability to secure new projects to ensure the continuity of our order book to sustain our business

The nature of our business is based on projects and our revenue is derived from the execution and completion of construction projects. Our construction projects typically range between 1 to 4 financial years wherein as at the LPD, our outstanding order book is expected to contribute to our Group's financial performance for FYE 2025 until FYE 2028, depending on the customers' requirements and works to be performed.

In this respect, our business and financial performance are dependent on our ability to continuously secure new projects to sustain our business. As at the LPD, we have 15 on-going construction projects with a total outstanding order book of RM1.33 billion which will be recognised progressively over the next 4 financial years. Notwithstanding the above, there is no assurance that we will be able to continue to secure new projects nor can we assure that the new projects we secure will be commercially favourable to us in terms of overall project profitability to sustain or grow our business. In the event that we are unable to secure any new projects, our order book will decline over time and this would adversely affect our sustainability and financial performance in the future.

Additionally, in the event of any cancellation, delay or postponement of our projects or any unexpected reduction in our scope of work and if we are unable to secure new projects in a timely manner, this may also adversely affect the results of our operations and financial performance.

5.1.2 We face the risk of cost overruns for our projects as they are mainly based on a fixed contract value

The contract value for the construction projects awarded to us are mainly fixed whereby we are unable to pass on any increases in the construction cost arising from any increases in cost of construction materials and/or labour cost to our customers. Hence, if there is any unanticipated increases in the aforesaid construction costs during the construction period, it may adversely affect our financial performance. The unanticipated cost increases may arise due to the lead time required from the point of negotiation with potential customers to the award of contracts as well as the duration for completion of the construction, which may typically take up to approximately 4 financial years to complete.

The increase in the cost of construction could be caused by various factors including, amongst others, fluctuation in prices of construction materials, labour cost, cost of subcontracted services and site overheads as well as prolonged project period, all of which could adversely affect our profit margins.

Although we have the experience in project budgeting to estimate the costs that we would incur up to the completion of projects, there is no assurance that we may not face any unanticipated cost increases in the future which are beyond our control.

5.1.3 We are dependent on the services of our subcontractors to perform certain works for our construction projects

Our Group engages subcontractors from time to time to perform, amongst others, building and structural works, mechanical and electrical works and other related services for our construction projects.

The performance and profitability of our construction projects are dependent on the quality, performance and reliability of our appointed subcontractors to complete their works within the prescribed timeframe. Accordingly, we are subject to the risks associated with non-performance, late performance or poor performance by our subcontractors. While we may attempt to seek compensation from the relevant subcontractors, we may, from time to time, be required to compensate our customers before receiving the said compensation from the relevant subcontractors.

In the event that we are unable to seek compensation from the relevant subcontractors or the amount of the claims from our customers cannot be recovered in full or at all from the subcontractors, we may be required to bear some or all the costs of the claims from our customers, which may in turn adversely affect our results of operations and financial performance. Furthermore, if our subcontractors' performance is not up to our customers' expectations, our reputation may also be adversely affected. As at the LPD, we have not encountered any situation of non-performance, late performance or poor performance by our subcontractors which have adversely affected our construction projects, financial performance or our reputation.

Notwithstanding the above, we strive to award contracts to competent subcontractors via background screening of their profiles and past track records as well as through our past working experiences with the subcontractors.

5.1.4 Dependency on our key management and technical personnel

Our business operations are dependent, to a large extent, on the experience, business network, knowledge and skills of our key management, who have been and will continue to be instrumental in implementing our Group's business strategies as determined by our Board. Our Group's key management team is led by Datuk Jackson Tan and LSY who manage the strategic direction of our Group's operations, business development and growth. The ability of our Company to secure new contracts and successfully implement our projects is also largely dependent on the expertise, skills and experience of our key technical personnel who play significant roles in our Company's day-to-day operations.

The loss of the services of our key management or any of our technical personnel without any suitable and timely replacements may adversely affect our business operations and financial performance. As such, it is critical for our Group to be able to continue to hire, develop, motivate and retain our employees who are capable, skilled and qualified in performing their roles and responsibilities to ensure continuity in operations and adequate support is available in providing our construction services.

Nevertheless, there is no assurance that we would be able to retain our key management or technical personnel or to ensure a smooth transition should there be any material changes in the future.

5.1.5 Our projects may be subject to delays resulting in the risk of claims relating to liquidated and ascertained damages ("LAD")

We have to adhere to an agreed timeline that is stipulated in the contracts for our construction projects. Although we may continue to monitor and manage the projects closely and adhere to our project execution schedule and milestones, there is a risk that we may not be able to complete our project in time due to external factors that are beyond our control. In the event of any delays in the completion of our projects, we will be liable for LAD claims and/or penalties from customers which may adversely affect our financial performance and reputation. Some of the possible delays in the completion of our projects, which may occur from time to time include, inter alia, delay in obtaining permits or approvals from regulatory authorities, the inability of the subcontractors appointed by us to fulfil their scope of work on time, delay by our suppliers in providing construction materials, shortages of construction materials and adverse weather conditions, which are beyond our control, and/or delays caused by events within our supervision such as accidents on the construction site. In the event that we encounter any unforeseen factors that may cause a delay in our construction project, we will seek an extension of time from our customers.

As at the LPD, we have not encountered any situation where our customers claimed LAD from us. Notwithstanding the aforementioned, there is no assurance that we will not experience any delays in our ongoing and future projects resulting in LAD claims which may materially and adversely affect our financial performance.

5.2 Risks relating to the industry in which our Group operates

5.2.1 We are subject to competition from other construction companies

The financial performance of our Group is dependent on our ability to continuously secure and replenish our construction projects. However, the Malaysian construction industry is highly competitive, and our Group faces competition from various listed and non-listed construction companies. Our competitors may have a longer operating track record and more resources in terms of capital, machinery and manpower as compared to our Group. The existence of competition would also result in competitive pressure on various aspects including pricing and timing of completion. Hence, there is no assurance that we will be able to compete effectively against our peers. In the event that we are unable to remain competitive or unable to build on our competitive strengths moving forward, our prospects and financial performance may be adversely affected.

5.2.2 We are exposed to the inherent risk in the construction industry

Our business is subject to the inherent risks in the construction industry which includes, amongst others, the following:-

- (i) general economic conditions, where a slowdown in the economy may cause the following:-
 - increase in unemployment, low or no wage increases, reduction in consumer wealth and consumer confidence resulting in a lower demand for property investment and purchases; and
 - slowdown in commercial and industrial activities resulting in a lower demand for commercial and industrial properties;
- (ii) performance of the property market including property overhang where unsold properties in residential and commercial properties may slowdown the introduction of new property developments;
- (iii) shortage of labour and increases in labour cost resulting in delays in construction and higher construction costs;

- (iv) increase in the cost of construction materials which may result in lower margins for construction companies and higher priced construction and buildings including residential, commercial and industrial properties as well as infrastructure and community projects; and
- (v) changes in lending policies and practices by financial institutions which would affect property developers and infrastructure owners' ability to obtain adequate funds for construction, as well as affect the access to loans for the purchases of residential, commercial and industrial properties.

Furthermore, the increase in the number of unsold residential and commercial properties in Malaysia may adversely impact on new property developments, which may ultimately affect the demand for construction services.

In the event of any unfavourable changes in conditions that govern or affect the construction industry, our financial performance may also be adversely affected.

5.2.3 We are subject to economic, social, political and regulatory risks in Malaysia as well as global pandemic risks

Any changes in the political, economic and regulatory conditions in Malaysia could adversely affect our financial performance. Our business is also susceptible to the risks of any outbreak of diseases that could result in localised epidemics or pandemics causing interruptions in our business operations while adversely affecting our financial performance.

Changes in the political, social, economic and regulatory conditions could arise from, among others, changes in political leadership, risks of war or civil unrest, changes in import tariffs and related duties, regulatory structures and outbreak of diseases. Similarly, any global or regional economic downturn would also affect overall business and consumer confidence, sentiments as well as investments, which would subsequently affect the demand for our services. As a result, this may cause our customers to revise, defer, halt or abandon their development or expansion plans. There can be no assurance that any adverse political, social, regulatory, economic developments or outbreak of diseases which are beyond our control will not materially affect our financial performance or the performance of the construction industry in Malaysia.

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5.3 Risks relating to the Acquisition

5.3.1 Risks relating to the prospect of the Construction Equipment

Our Company views the ownership of the Construction Equipment to be beneficial as formwork systems are one of the main industrial building equipment adopted by our Group in the construction of high-rise buildings and the useful life of the Construction Equipment is expected to exceed 5 years. Additionally, upon the completion of the Acquisition, our Company may experience a reduction in rental expenses for the Construction Equipment and would be able to reduce the cash outflows for the construction projects in relation to rentals paid to our subcontractors for such equipment.

Nonetheless, the Acquisition will result in our Group incurring additional depreciation expenses of approximately RM7 million per annum (or 5 years of depreciation based on the Group's accounting policy) which will reduce the costs savings as mentioned above.

Additionally, there is no assurance that the Construction Equipment is able to be deployed in the manner which will benefit our Group in terms of shortening the construction period and achieving greater cost savings for our construction projects. Our Company may also incur additional costs to refurbish the Construction Equipment, which may potentially affect the profitability of our Company.

5.3.2 Non-completion risk

The Acquisition is subject to, amongst others, the fulfilment of the terms and conditions of the SPA and the performance by the relevant parties of their respective obligations within the stipulated timeframe as set out in the SPA. There is neither assurance that our Company would be able to ensure all parties fulfil the respective obligations as set out in the SPA. If any of the terms and conditions of the SPA is not fulfilled within the stipulated timeframe set out in the SPA, the SPA may be terminated. Consequently, the Acquisition will not be completed and the potential benefits arising thereon may not materialise.

Given the Acquisition being conditional upon the Rights Issue, the Acquisition will not proceed if the Rights Issue is not completed. As at the date of this Abridged Prospectus, save for the completion of the Rights Issue by our Company, all other conditions precedent in the SPA, further details of which are set out in Section 7 of Appendix III of this Abridged Prospectus, have been fulfilled. In the highly unlikely event that the Acquisition is not completed despite the completion of the Rights Issue, the proceeds raised from the Rights Issue will instead be utilised to fund our Group's working capital requirements such as the purchase of construction materials and labour costs as well as payments to subcontractors.

5.4 Risks relating to the Rights Issue

5.4.1 Capital market risks

The market price of our Shares is influenced by, amongst others, the prevailing market sentiments, volatility of the equity markets movements in interest rates and the outlook of the industry in which our Company operates. In view of this, there can be no assurance that our Shares will trade at or above the issue price of the Rights Shares upon or subsequent to the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities.

5.4.2 Failure or delay in the completion of the Rights Issue

The Rights Issue is exposed to the risk that it may be terminated or delayed in the event of a material adverse change of events or circumstances (such as force majeure events including without limitation, acts of government, natural disasters including without limitation the occurrence of a tsunami and/or earthquakes, acts of terrorism, strikes, national disorder, declaration of a state of war or accidents, or any change in law, regulation, policy or ruling), which is beyond the control of our Group and the Principal Adviser, arising prior to the completion of the Rights Issue. There can be no assurance that the abovementioned events will not occur and cause a delay or failure to implement the Rights Issue.

Where prior to the issuance and allotment of the Rights Shares to the successful Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable):-

- (i) the SC issues a stop order under Section 245(1) of the CMSA, all applications shall be deemed to be withdrawn and cancelled and we shall repay, without interest, all monies paid in respect of the applications for our Rights Shares within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or
- (ii) Rights Issue is terminated other than pursuant to a stop order by the SC under Section 245(1) of the CMSA, investors will not receive any Rights Shares, and all monies paid in respect of all applications for our Rights Shares will be refunded free of interest.

In the event that the Rights Shares have been allotted to the successful Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) and:-

- (i) the SC issues a stop order under Section 245(1) of the CMSA, any issue of our Rights Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid without interest and if any such money is not repaid within 14 days of the date of service of the stop order, we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or
- (ii) our Rights Issue is aborted other than pursuant to a stop order by the SC, a return of monies to our shareholders may only be achieved by way of a cancellation of our share capital as provided under the Act and its related rules. Such cancellation can be implemented by the sanction of our shareholders by way of special resolution in a general meeting and supported by either:-
 - (a) consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya; or
 - (b) a solvency statement from the directors.

There can be no assurance that such monies can be returned within a short period of time or at all under such circumstances.

5.4.3 Potential dilution risk

The Entitled Shareholders who do not or are not able to subscribe for their entitlements under the Rights Issue will have their proportionate ownership and voting interest in our Company reduced and the percentage of our enlarged issued share capital represented by their shareholding in our Company will also be reduced accordingly as a result of the issuance of the Rights Shares. Consequently, their proportionate entitlement to any dividends, rights, allotments and/or other distributions that our Company may declare, make or pay after completion of the Rights Issue will correspondingly be diluted.

5.4.4 Forward-looking statements

Certain statements in this Abridged Prospectus are based on historical information, which may not be reflective of the future results, and others are forward-looking in nature, which are subject to uncertainties and contingencies.

All forward-looking statements are based on forecasts and assumptions made by our Company and although believed to be reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. Such factors include, among others, the risk factors as set out in this Abridged Prospectus. In light of these and other uncertainties, the inclusion of forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company that the plans and objectives of our Group will be achieved.

6. INDUSTRY OVERVIEW AND PROSPECTS

6.1 Overview and outlook of the Malaysian economy

Despite the challenging global conditions, Malaysia's economy continued to expand, growing by 3.7% in 2023 (2022: 8.7%). The more moderate growth also reflected normalising conditions following the economic rebound in 2022, which was supported by the reopening of the economy and sizeable policy measures. During the year, Malaysia's economy was supported by resilient domestic demand and further recovery in tourism activities. Labour market conditions improved as the unemployment rate declined to its pre-pandemic level. Employment continued to grow amid ongoing economic expansion. These improvements, along with policy measures such as targeted cash transfers, provided a lift to Malaysian household spending. Rising tourist arrivals also boosted Malaysia's tourism sector and supported domestic businesses. Continued progress in large investment projects throughout the year further contributed to domestic growth.

After reaching its peak in the second half of 2022, headline inflation trended lower, averaging 2.5% in 2023 (2022: 3.3%). Although the continued US dollar strength against the ringgit led to higher costs of imported materials for domestic production, overall cost pressures eased during the year. This was mainly due to the lower global commodity prices and improving global supply chain conditions. Existing domestic price controls and subsidies on fuel and key food items (e.g. fresh eggs) also helped to partly contain the upward pressures on prices. In addition, domestic demand stabilised in 2023 following the heightened demand since the reopening of the economy in 2022.

(Source: Annual Report 2023, BNM)

Despite escalating uncertainties in the global landscape, Malaysia's economy remains resilient. The gross domestic product ("**GDP**") is forecasted to expand by approximately 4% in 2023 and between 4% and 5% in 2024. The Government acknowledged the World Bank's forecast that Malaysia's growth will be 4.3% in 2024, which is slightly higher than its initial estimate. This is in line with Malaysia's 2024 growth projection, which will be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new National Energy Transition Roadmap ("**NETR**"), New Industrial Master Plan 2030 ("**NIMP 2030**"), and the Mid Term Review of the Twelfth Malaysia Plan ("**MTR of the Twelfth Plan**").

Furthermore, Malaysia's domestic demand in 2023 continues to be buoyed by expansion in consumption and investment spending. This is also supported by the favourable labour market condition and easing inflationary pressures as well as vibrant tourism activities. The surge of private investment is attributed to the multiyear execution of infrastructure ventures and sustained capital investments in the services and manufacturing sectors. The robust activity in private sector expenditure is expected to offset the effects of moderate public spending in 2023.

The global economy is anticipated to moderate in 2023 and 2024 due to various downside risks, including weaker-than-expected global demand; tighter global financial conditions; worsening trade tensions between major economies; mounting geopolitical uncertainty; and a further rise in protectionist measures. World trade is projected to moderate in 2023 in line with weaker global demand. However, world trade is expected to strengthen in 2024 in tandem with improved trade activities. As an open economy, Malaysia is not spared from external developments. Thus, the GDP is expected to moderate in 2023. Nonetheless, the economy is expected to strengthen in 2024 supported by expansion in all sectors and better prospect in global trade.

Efforts will be intensified to strengthen Malaysia's agility in keeping pace with the fast-changing environment, which requires a paradigm shift and innovation culture to enhance economic growth. The continuation of strategic projects, digitalisation, improved productivity and advanced manufacturing will further stimulate the growth of the economy in the medium term. All economic sectors are expected to benefit from the recent policies such as NETR, NIMP 2030 and MTR of the Twelfth Plan, which are in tandem with the Ekonomi MADANI framework. Looking ahead, effective implementation of these policies will further enhance economic growth and resilience as Malaysia navigates through the challenging global landscape.

(Source: Economic Outlook 2024, Ministry of Finance Malaysia)

6.2 Overview and outlook of property development and construction industry in Malaysia

The real estate and business services subsector is poised to grow by 5.4% attributed to sustained demand for professional services, particularly in the field of engineering following vigorous construction activities. In addition, the real estate segment is projected to improve owing to the increase in non-residential and residential property transactions.

The construction sector improved steadily by 6.8% in the first half of 2023 mainly driven by the civil engineering and special construction activities subsectors. The civil engineering subsector rebounded, supported by the acceleration of ongoing infrastructure and utilities projects, which include East Coast Rail Link (ECRL) and Large Scale Solar 4 projects. The non-residential buildings and residential buildings subsectors also registered positive growth in line with vibrant economic activities. Efforts are underway to accelerate the construction of public infrastructure projects in Sabah and Sarawak including the Sabah Pan-Borneo Highway and Sarawak-Sabah Link Road.

The construction sector is forecast to increase by 6.8% in 2024 following better performance in all subsectors. Civil engineering subsector continues to be bolstered by strategic infrastructure and utilities projects which include ongoing projects such as the Central Spine Road (CSR), the Pan Borneo Sabah Highway and acceleration of projects under the Twelfth Malaysia Plan, 2021 – 2025 (Twelfth Plan). Furthermore, a new solar power plant project under the Corporate Green Power Programme will support the subsector's growth. The implementation of NIMP 2030 is expected to further strengthen the performance of non-residential buildings subsector as it will provide a platform to attract more investments into the country. In addition, the residential buildings subsector is projected to improve further in line with the Government's effort to increase more affordable houses as outlined under the MTR of the Twelfth Plan and the MADANI Neighbourhood scheme, as well as new launching by the private sector.

(Source: Economic Outlook 2024, Ministry of Finance Malaysia)

Despite a challenging global financial and economic environment, the property market stayed resilient in 2023 supported by positive performance in all sub-sectors except agriculture compared to the previous year. In 2023, total transaction volume and value increased by 2.5% and 9.9% respectively to 399,008 transactions worth RM196.83 billion (2022: 389,107 transactions; RM179.07 billion; 2021: 300,497 transactions; RM144.87 billion). The residential sub-sector continued to contribute the largest share of transactions, recording a marginal increase in both volume and value.

The growth in 2023 property market was highly supported by the implementation of various government initiatives and assistance and improving labour market conditions. Several initiatives outlined under Budget 2023 by the government to a certain extent helped improve property market activities. These are:

1. Full stamp duty exemption on instrument of transfer and loan agreement for the purchase of the first residential home priced up to RM500,000 by Malaysia citizens remained until 31 December 2025.
2. Increase of stamp duty remission from 50% to 75% for the purchase of the first residential properties priced between RM500,000 to RM1 million by Malaysian citizens and applicable for sale and purchase agreements executed until 31 December 2023.
3. Full stamp duty exemption up to RM1 million and 50% stamp duty remission for the remaining balance on transfers of property by way of love and affection between family members (father to child and grandfather to grandson).
4. Allocation of RM460.2 million for the building of new homes and home renovations in rural areas.
5. Allocation of RM389.5 million will be channeled to the People's Housing Programme.
6. Allocation of RM358 million for the construction of affordable homes under Rumah Mesra Rakyat programme by Syarikat Perumahan Negara Berhad.
7. Allocation of RM462 million for the construction of 23,000 houses under Projek Perumahan Awam Malaysia.
8. Increase the guarantees of up to RM5 billion via Syarikat Jaminan Kredit Perumahan (SJKP) in assisting gig workers such as e-hailing workers in obtaining home financing up to RM500,000.

The property market has gradually increased in 2023, higher after the downturn in 2020 due to Covid-19 pandemic. A total of 399,008 transactions worth RM196.83 billion were recorded, each showing an increase of 2.5% and 9.9% respectively compared to 2022, which recorded 389,107 transactions worth RM179.07 billion. Of the total transactions, 77.7% (309,861 transactions) and 18.6% (74,405 transactions) were transfers dated in 2023 and 2022 respectively while the remaining percentage share was for prior years' transfers.

Sectoral market activity performance showed upward movements. Residential, commercial, industrial and development land sub-sectors recorded year-on-year growths of 3.0%, 23.3%, 0.9% and 5.0% respectively, whereas agricultural sub-sector recorded otherwise, declined by 7.8% in volume. Value of transactions recorded higher increase for all subsectors i.e. residential, commercial, industrial, agriculture and development land and others, each at 7.1%, 17.5%, 13.1%, 4.6% and 13.8% respectively.

In the construction segment, housing completion were promising, up by 4.0% to 74,893 units in 2023 as compared to 2022. Selangor contributed the highest number with 21,448 units and followed by Johor with 10,456 units. By type, supply continued to focus on condominiums/apartments, formed around 34.1% (25,513 units) of the national total, while two to three storey terraced houses formed another 30.5% (22,805 units). Contrarily, starts and new planned supply declined by 9.9% to 88,114 units and 9.1% to 80,964 units respectively, both led by Selangor with 19,865 units for the former and 7,593 units for the latter.

As the national economy is projected to remain in the range of 4.0% to 5.0% in 2024 which supported by resilient domestic growth prospects, the property market performance is expected to remain cautiously optimistic given the unpredictable external environment. The accommodative policies, continuous government support, well-executed measures outlined in Budget 2024, and the proper implementation of strategies and initiatives under Rancangan Malaysia Ke-12 (“**RMK-12**”) are expected to continue supporting growth in the property sector.

(Source: Annual Property Market 2023, Valuation and Property Services Department, Ministry of Finance Malaysia)

6.3 Prospects of our Group

As at the LPD, our Group’s construction segment has 15 on-going construction projects with remaining order book of approximately RM1.33 billion, which will provide earnings visibility over the next 4 financial years. Such construction order book predominantly comprise of construction contracts for high-rise residential / commercial buildings. Additionally, our Company will continue to pursue additional contracts to replenish and expand our construction order book which is envisaged to sustain the earnings of our Group moving forward.

Moving forward, our Board believes that our Group would be able to leverage on our existing relationships with developers to secure additional construction projects and at the same time our Group plans to leverage on our experienced management team to expand our construction portfolio, by securing additional contracts, as the main construction company.

In this respect, as part of our Group’s efforts to replenish our future order book, our Group will continue to focus in securing construction contracts as the main contractor for high-rise residential / commercial buildings. However, our Group will also monitor and assess the feasibility of other related construction projects, which includes, inter alia, landed residential projects, industrial projects and/or infrastructure-related projects which are suitable for our Group’s operations and construction expertise should the opportunity arise.

Notwithstanding the construction industry continues to face challenges from shortage of skilled labour and fluctuations in building materials prices, our Board is cautiously optimistic that our Group’s financial performance will continue to improve and remain profitable, given our Group’s strong management led by Datuk Jackson Tan coupled with prudent fiscal management to ensure sustainable growth moving forward.

As set out in Section 3 of this Abridged Prospectus, the proceeds to be raised from the Rights Issue will be utilised to fund the Purchase Consideration of the Acquisition. Our Company is of the view that the Acquisition provides a good opportunity for our Company to have ownership of the Construction Equipment after taking into consideration the substantial growth in its construction order book and will allow our Group to reduce reliance on external parties for the supply of the Construction Equipment such that our Group will have more flexibility in the coordination of deploying the Construction Equipment according to our project schedule.

(Source: Board of Binastra)

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7. EFFECTS OF THE CORPORATE EXERCISES

In addition to the Rights Issue, we set out herewith, for information purposes, the effects of the other Corporate Exercises. For information purposes, the Change of Name will not have any effect on Binastra Group's share capital, substantial shareholders' shareholdings, NA, gearing, earnings and EPS.

7.1 Share capital

The pro forma effects of the Rights Issue, Private Placement, Bonus Issue and the ESS on the share capital of Binastra are shown in the table below:-

	No. of Shares ('000) (Up to)	RM'000 (Up to)
Issued share capital as at the LPD	452,500	28,851
Rights Shares to be issued pursuant to the Rights Issue ⁽ⁱ⁾	45,250	36,200
Enlarged issued share capital after the Rights Issue	497,750	65,051
Placement Shares to be issued pursuant to the Private Placement ⁽ⁱⁱ⁾	45,250	64,708
Enlarged issued share capital after the Private Placement	543,000	129,759
Bonus Shares to be issued pursuant to the Bonus Issue	543,000	-
Enlarged issued share capital after the Bonus Issue	1,086,000	129,759
Maximum number of new Shares to be issued under the ESS (i.e. 10% of the total number of issued Shares, excluding treasury shares) ^(iv)	108,600	77,703 ⁽ⁱⁱⁱ⁾
Enlarged issued share capital after the ESS	1,194,600	207,462

Notes:-

- (i) Computed based on the issuance of Rights Shares on Full Subscription Basis at the Rights Issue Price.
- (ii) Assuming the issuance of 45,250,000 Placement Shares, representing 10.00% of the issued share capital of our Company as at the LPD, at the illustrative placement issue price of RM1.43 per Placement Share.
- (iii) Assuming that the exercise price for the ESOS Options and the reference price of the Shares to be granted pursuant to the RSG Awards are calculated based on RM0.7155 per Share, which represents a discount of approximately 10.00% to the theoretical ex-all bonus price of RM0.795 after the Rights Issue and the Bonus Issue, computed based on the 5-day VWAP of Binastra Shares up to and including the LPD of RM1.6721 per Share.
- (iv) The ESS is not expected to have any immediate effect on our Company's existing share capital but will progressively increase the share capital depending on the number of new Shares that may be issued or treasury shares transferred in connection with the ESS. There will be no effect on our Company's share capital if the ESS Awards are satisfied via transfer of existing Binastra Shares or settled in cash to the relevant Eligible Persons.

7.2 Substantial shareholders' shareholdings

The ESS will not have any immediate effect on the shareholdings of our substantial shareholders unless our substantial shareholders are participants in the ESS themselves and until and unless new Shares are issued or treasury shares are transferred, as the case may be, to the Eligible Persons. Any potential effects on their shareholdings will depend on the number of new Shares to be issued or treasury shares transferred pursuant to the ESS at the relevant point in time. In the event that the existing Shares are transferred, or an equivalent cash value is paid to Eligible Persons (assuming that our substantial shareholders are not participants in the ESS) as a mode of settlement for the ESS Awards, there will be no impact on the shareholdings of our substantial shareholders.

For information purposes, the Acquisition will not have any impact on the substantial shareholders' shareholdings.

The proforma effects of the Rights Issue, the Private Placement and the Bonus Issue on our substantial shareholders' shareholdings as at the LPD are set out as follows:-

	As at the LPD				(I)			
					After the Rights Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
JCSB	231,057,870	51.06	-	-	254,163,657	51.06	-	-
Datuk Jackson Tan	55,000,000	12.15	231,057,870 ⁽ⁱ⁾	51.06	60,500,000	12.15	254,163,657 ⁽ⁱ⁾	51.06
LSY	36,780,650	8.13	-	-	40,458,715	8.13	-	-

	(II)				(III)			
	After (I) and the Private Placement				After (I), (II) and the Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
JCSB	254,163,657	46.81	-	-	508,327,314	46.81	-	-
Datuk Jackson Tan	60,500,000	11.14	254,163,657 ⁽ⁱ⁾	46.81	121,000,000	11.14	508,327,314 ⁽ⁱ⁾	46.81
LSY	40,458,715	7.45	-	-	80,917,430	7.45	-	-

Note:-

(i) Deemed interested by virtue of his 100% shareholdings in JCSB pursuant to Section 8(4) of the Act.

7.3 NA and gearing

Save for the potential impact of the MFRS 2 as described in Section 7.4.5 of this Abridged Prospectus, the ESS is not expected to have any immediate effect on the NA and NA per Share of our Company until such time the new Shares are issued or treasury shares are transferred, as the case may be, in connection with the exercise of ESOS Options and/or vesting of RSG Awards. Any potential effects on the NA and NA per Share of our Company will depend on the actual number of Shares to be issued arising from the exercise of the ESOS Options and/or vesting of RSG Awards, as well as the exercise price for the ESOS Options. Additionally, the ESS is not expected to have any material effect on our gearing level.

For illustrative purposes, based on the latest unaudited consolidated financial statements of our Group as at 31 January 2024, the proforma effects of the Rights Issue, Acquisition, Private Placement and Bonus Issue are set out below:-

	Unaudited as at 31 January 2024 (RM'000)	(I)	(II)	(III)	(IV)
		After the Rights Issue (RM'000)	After (I) and the Acquisition (RM'000)	After (I), (II) and the Private Placement (RM'000)	After (I), (II), (III) and the Bonus Issue (RM'000)
Share capital	28,851	64,351 ^{(i) (ii)}	64,351 ⁽ⁱⁱ⁾	128,162 ⁽ⁱⁱⁱ⁾	128,153 ^(iv)
Reserves	(20)	(20)	(20)	(20)	(20)
Retained earnings	54,380	53,249 ^(v)	53,249 ^(v)	53,249	53,249
Shareholders' fund / NA attributable to equity holders	83,211	117,580	117,580	181,391	181,382
No. of Binastra Shares in issue ('000)	452,500,000	497,750,000	497,750,000	543,000,000	1,086,000,000
NA per Share (RM)	0.18	0.24	0.24	0.33	0.17
Total borrowings (RM'000)	24,519	24,519	24,519	24,519	24,519
Gearing (times)	0.29	0.21	0.21	0.14	0.14

Notes:-

- (i) After taking into consideration of the 45,250,000 Rights Shares to be issued under the Full Subscription Basis at the Rights Issue Price of RM0.80 per Rights Share.
- (ii) After deducting the estimated expenses to be incurred in relation to the Corporate Exercises (except the Private Placement) of approximately RM0.70 million.
- (iii) After deducting the estimated expenses to be incurred in relation to the Private Placement of approximately RM0.90 million.
- (iv) After deducting the estimated expenses to be incurred in relation to the Bonus Issue of approximately RM8,584.
- (v) After deducting the estimated expenses to be incurred in relation to the Corporate Exercises (except the Private Placement) of approximately RM1.13 million.

For information purposes, the breakdown of the total estimated expenses for the Corporate Exercises (including the Rights Issue) amounting to RM2.75 million are as follows:-

<i>Details</i>	<i>RM'000</i>
<i>Professional fees and underwriting commission</i>	2,486
<i>Regulatory fees</i>	113
<i>Other incidental expenses</i>	151
<i>Total</i>	<i>2,750</i>

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7.4 Earnings and EPS

7.4.1 Acquisition

The Acquisition, which is expected to be completed in the first half of 2024, is not expected to have any material effect on the earnings and EPS of our Group for FYE 2024.

Notwithstanding the additional depreciation expenses arising from the Construction Equipment of approximately RM7.0 million per annum to be incurred (or 5 years of depreciation based on our Group's accounting policy), our Company views the ownership of the Construction Equipment to be beneficial as the useful life of the Construction Equipment is expected to exceed 5 years and upon the completion of the Acquisition, our Company would not need to incur rental expenses for the Construction Equipment and hence is able to garner better margins for its construction projects. Furthermore, our Company would be able to reduce its cash outflows for the construction projects in relation to rentals paid to its sub-contractors for such equipment. The rental of construction equipment has been incorporated as part of the entire scope of work of our Company's sub-contractors. For information purposes, for FYE 2024, the total sub-contractors' cost incurred by our Group amounted to RM197.61 million.

Accordingly, the Acquisition is expected to contribute positively to the earnings and EPS of our Group. The Acquisition allows our Group to have ownership of the Construction Equipment and greater flexibility in coordinating and implementing its construction contracts thus leading to shorter construction period and achieving greater costs savings, estimated to be approximately RM15.50 million per annum. This will also allow our Group to bid for additional construction awards moving forward.

7.4.2 Rights Issue

The Rights Issue, which is expected to be completed in the first half of 2024, is not expected to have any material effect on the earnings and EPS of our Group for the FYE 2024. However, the Rights Issue is expected to contribute positively to the future earnings of our Group in the ensuing financial years via the utilisation of the proceeds which will be predominantly channelled towards the payment of the Purchase Consideration for the Acquisition, the effects of which are as highlighted under Section 7.4.1 of this Abridged Prospectus. Subsequent to the completion of the Rights Issue, the EPS of our Group shall be correspondingly diluted as a result of the increase in the number of Binastra Shares in issue arising from the issuance and allotment of the Rights Shares to successful Entitled Shareholders and/or their renounee(s).

7.4.3 Private Placement

The Private Placement is not expected to have a material effect on the earnings of our Group. In this respect, our Group intends to utilise the proceeds from the Private Placement for our Group's working capital purposes, which consist mainly of payments for construction materials, labour costs and sub-contractors for our current and future construction projects. Arising therefrom, our Group will not need to raise additional borrowings to fund such working capital and hence will not need to incur additional interest expenses. Accordingly, the benefits of such intended utilisation is expected to contribute positively to the future earnings of our Group when the stages of completion of our construction projects are realised.

The EPS will be diluted accordingly as a result of the increase in the number of the Shares issued in relation to the Private Placement. The effects of the Private Placement on the future earnings and/or EPS of our Group would depend on, amongst others, the actual number of new Binastra Shares issued in relation to the Private Placement as well as the return derived from the use of proceeds from the Private Placement.

Nevertheless, our Board is confident that our Company will use the proceeds raised from the Private Placement efficiently and in a manner that is expected to be accretive to the future earnings of our Group and/or EPS in the mid to long term.

7.4.4 Bonus Issue

The Bonus Issue is not expected to have any material effect on the earnings of our Group, save for the potential dilution in EPS as a result of the increase in the number of Binastra Shares in issue arising from the Bonus Issue. However, assuming that the net earnings for our Group remains unchanged, the EPS will be proportionately diluted as a result of the increase in the total number of Binastra Shares in issue upon the completion of the Bonus Issue.

7.4.5 ESS

The ESS is not expected to have any immediate material effect on the earnings and EPS of our Group until such time when the ESS Awards are granted. In accordance with the MFRS 2, the ESS will result in a change to the earnings of our Group over the period from the date of ESS Award to the vesting date of the ESS Awards.

Under MFRS 2, the cost arising from the issuance of the ESOS Options is measured by the fair value of the ESOS Options, which is expected to vest at each date of offer and is recognised as an expense in the statement of profit or loss and other comprehensive income over the vesting period of the ESOS Options, thereby reducing the earnings of our Group. Under MFRS 2, the potential cost of awarding the RSG Awards will need to be measured at fair value on the date of granting the RSG Awards and is recognised as an expense in the statement of profit or loss and other comprehensive income of our Group over the vesting period of such Shares under the RSG Awards.

However, the potential effect of the ESS on the future earnings and EPS of our Group cannot be determined at this juncture as it will depend on, amongst others, the number of ESS Awards granted and exercised as well as the various factors that affect the fair value of the ESS Awards as at the date of the respective ESS Awards. Our Board has taken note of the potential effect of the ESS on the earnings of our Group and will take proactive measures to manage the earnings impact in the granting of ESS Awards.

7.5 Convertible securities

As at the LPD, our Company does not have any outstanding convertible securities.

8. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES, MATERIAL COMMITMENTS AND MATERIAL TRANSACTIONS

8.1 Working capital and sources of liquidity

Our Group's current working capital is funded through a combination of internal and external sources of funds. The internal source of funds are cash generated from our operating activities, whereas the external source of funds are credit terms granted by our suppliers, borrowings from financial institutions and funds raised from equity market. As at the LPD, our Group's cash and cash equivalents amount to RM27.53 million and our Group's unutilised credit facilities from financial institutions amount to RM137.05 million.

Apart from the abovementioned sources of liquidity, our Group does not have access to other material unused sources of liquidity as at the LPD. Our Board confirms that, after taking into consideration the funds generated from our Group's operations, existing cash and bank balances and the banking facilities available to our Group as well as the proceeds to be raised from the Rights Issue as set out in Section 3 of this Abridged Prospectus and the proceeds to be raised from the Private Placement, our Group will have sufficient working capital available for a period of 12 months from the date of this Abridged Prospectus.

8.2 Borrowings

As at the LPD, our Group's total outstanding borrowings (all of which are interest bearing) are set out below:-

Borrowings	Outstanding amount RM'000
Short term borrowings	
Trade financing	32,954
	32,954

Our Group does not have any non-interest bearing borrowings and we do not have any borrowings that are denominated in foreign currency. There has not been any default on payments of either interest or principal sums for any borrowings throughout the past 1 financial year and the subsequent financial period up to the LPD.

8.3 Contingent liabilities

As at the LPD, save as disclosed below, our Board confirms that there are no material contingent liabilities incurred or known to be incurred by our Group which, upon becoming due or enforceable, may have a material impact on our Group's financial position.

Contingent liability:	RM'000
Corporate guarantee given to banks for facilities granted to a subsidiary	170,000

8.4 Material commitments

As at the LPD, save as disclosed below, our Board confirms that there are no material commitments for capital expenditure incurred or known to be incurred which upon becoming enforceable may have a material impact on the financial position of our Group.

Approved and contracted for:	RM'000
Purchase of aluminium formwork	2,390

8.5 Material transactions

Our Board confirms that save for the Corporate Exercises, there are no other transactions which may have a material effect on our operations, financial position and results since the date of announcement of our Group's latest unaudited financial report for the quarter ended 31 January 2024.

9. INSTRUCTIONS FOR ACCEPTANCE, SALE/TRANSFER, EXCESS APPLICATION AND PAYMENT

This Abridged Prospectus and the RSF contain full instructions for the acceptance of and payment for the Provisional Allotments as well as the application for the Excess Application and the procedures to be followed if you and/or your renounee(s)/transferee(s) (if applicable) wish to sell or transfer all or any part of your/his rights entitlement.

You and/or your renounee(s)/transferee(s) (if applicable) are advised to read this Abridged Prospectus, the RSF and the notes and instructions printed therein carefully. In accordance with Section 232(2) of the CMSA, the RSF must not be circulated unless accompanied by this Abridged Prospectus.

9.1 General

As an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Allotments, which you are entitled to subscribe for in full or in part (fractional entitlements, if any, having been disregarded), under the terms and conditions of the Rights Issue. You will find enclosed with this Abridged Prospectus the following:-

- (i) the NPA notifying you of the crediting of such Provisional Allotments into your CDS Account;
- (ii) the RSF to enable you to subscribe for such Provisional Allotments, as well as to apply for the Excess Application if you choose to do so; and
- (iii) a reply envelope addressed to our Share Registrar.

This Abridged Prospectus and the RSF can be obtained from your stockbroker, our registered office, our Share Registrar or from Bursa Securities' website at <http://www.bursamalaysia.com>.

9.2 NPA

The Provisional Allotments are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in the Provisional Allotments will be by book entries through the CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. As an Entitled Shareholder, you and/or your renounee(s) and/or transferee(s) (if applicable) are required to have valid and subsisting CDS Accounts when making your applications.

9.3 Last date and time of acceptance and payment

The last date and time for acceptance of and payment for the Provisional Allotments (whether in full or in part) and the Excess Application is on Monday, 29 April 2024 at 5.00 p.m., being the Closing Date.

We shall make an announcement on the outcome of the Rights Issue after the Closing Date.

9.4 Methods of acceptance and application

You may subscribe for the Provisional Allotments as well as apply for Excess Application, if you choose to do so, using either of the following methods:-

Method	Category of Entitled Shareholders
RSF	All Entitled Shareholders
e-Subscription	All Entitled Shareholders

9.5 Procedure for full acceptance and payment

9.5.1 By way of RSF

Acceptance of and payment for Provisional Allotments must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances and/or payments which do not strictly conform to the terms of this Abridged Prospectus, the RSF or the notes and instructions contained therein or which are illegible may not be accepted at the absolute discretion of our Board.

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL ALLOTMENTS, EXCESS RIGHTS SHARES AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU AND/OR YOUR RENOUNCEE(S) AND/OR TRANSFEREE(S) (IF APPLICABLE) WISH TO SELL/TRANSFER ALL OR ANY PART OF YOUR PROVISIONAL ALLOTMENTS ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

YOU AND/OR YOUR RENOUNCEE(S) AND/OR TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

Effective 1 January 2024, the Inland Revenue Board of Malaysia (“**IRBM**”) has terminated the usage of revenue stamp as a stamping method at all IRBM stamping duty counters and district stamping offices.

In connection thereto, the application and payment of stamp duty for the RSF is to be performed online via IRBM system namely Stamp Duty Assessment and Payment System (“**STAMPS**”) at <https://stamps.hasil.gov.my>. The payment of stamp duty must be made via the FPX medium or Bill Payment (CIMB Bizz Channel/Public Bank) from the same link. The stamp certificate / official receipt will be issued via STAMPS as a proof of payment of stamp duty.

You and/or your renounees and/or transferees (if applicable) must attach a copy of the stamp certificate to the RSF before submitting the RSF to the Share Registrar.

Alternatively, you may submit the acceptance and payment for the Provisional Allotment together with the stamp duty electronically via TIIH Online. Please refer to the procedures for acceptance and payment via e-RSF as stated in 9.5.2 below.

If you and/or your renounee(s) and/or transferee(s) (if applicable) wish to accept either in full or in part of the Provisional Allotments of your entitlement, please complete Parts I(A) and II of the RSF in accordance with the notes and instructions contained in the RSF. Each completed and signed RSF together with the relevant payment and copy of the stamp certificate/proof of payment must be sent to our Share Registrar using the reply envelope provided (at your own risk) by **ORDINARY POST, COURIER or DELIVERY BY HAND** at the address stated below:-

Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

or

Tricor Customer Service Centre

Unit G-3, Ground Floor,
Vertical Podium
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

Tel : (03) 2783 9299

Fax : (03) 2783 9222

so as to arrive **not later than 5.00 p.m. on Monday, 29 April 2024**, being the last date and time for acceptance and payment for the Provisional Allotments.

If you and/or your renounee(s) and/or transferee(s) (if applicable) lose, misplace or for any other reasons require another copy of the RSF, you and/or your renounee(s) and/or transferee(s) (if applicable) may obtain additional copies from your stockbroker, our Share Registrar at the address stated above, our registered office or the website of Bursa Securities (<https://www.bursamalaysia.com>).

1 RSF can only be used for acceptance of Provisional Allotments standing to the credit of 1 CDS Account. Separate RSF(s) must be used for the acceptance of Provisional Allotments standing to the credit of more than 1 CDS Account(s). If successful, the Rights Shares subscribed for will be credited into your CDS Account(s) as stated in the completed RSF(s).

A reply envelope is enclosed in this Abridged Prospectus. To facilitate the processing of the RSF(s) by our Share Registrar, you are advised to use 1 reply envelope for each completed RSF.

The minimum number of Rights Shares that can be subscribed for or accepted is 1 Rights Share. However, you and/or your renounee(s) and/or transferee(s) (if applicable) should take note that a trading board lot for the Rights Shares comprises of 100 Rights Shares. Fractions arising from the Rights Issue, if any, shall be disregarded, and dealt with in such manner as our Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of our Company.

If acceptance of and payment for the Provisional Allotment allotted to you and/or your renounee(s) and/or transferee(s) (if applicable) is not received by our Share Registrar by the Closing Date, you and/or your renounee(s) and/or transferee(s) (if applicable) will be deemed to have declined the Provisional Allotments and it will be cancelled. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar.

In the event that the Provisional Allotments are not fully taken up by such applicants, our Board will then have the right to allot such Rights Shares to the applicants who have applied for the excess Rights Shares in the manner as set out in Section 9.9 of this Abridged Prospectus. Our Board reserves the right to accept any application in full or in part only without assigning any reasons.

EACH COMPLETED RSF MUST BE ACCOMPANIED BY THE APPROPRIATE REMITTANCE MADE IN RM FOR THE FULL AMOUNT PAYABLE FOR THE RIGHTS SHARES ACCEPTED IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY", MADE PAYABLE TO "BINASTRA RIGHTS ISSUE ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS, CONTACT NUMBER, ADDRESS AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY OR MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

APPLICANTS SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

WHERE AN APPLICATION IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED INTO YOUR BANK ACCOUNT REGISTERED WITH BURSA DEPOSITORY FOR THE PURPOSE OF CASH DIVIDEND/ DISTRIBUTION. IF APPLICANT HAVE NOT REGISTERED SUCH BANK ACCOUNT WITH BURSA DEPOSITORY THE REFUND WILL BE MADE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

ALL RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING SUCH RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.

9.5.2 By-way of e-Subscription

You and/or your renounee(s)/transferee(s) (if applicable) can have the option to accept your or their entitlement to the Provisional Allotments and payment for the Provisional Allotments through e-Subscription available from TIIH Online website at <https://tiih.online>. The e-Subscription is available to all Entitled Shareholders including individuals, corporation or institutional shareholders.

Subsequent to the Entitlement Date, our Company will, at our discretion, authorise our Share Registrar to send an electronic notification to the Registered Entitled Shareholders. If you are a Registered Entitled Shareholder, you will be notified on the availability of e- Subscription for the Rights Issue on TIIH Online website.

The e-NPA and the e-RSF are available to you upon your login to TIIH Online. You are advised to read the instructions as well as the terms and conditions of the e-Subscription.

Registered Entitled Shareholders who wish to subscribe for the Provisional Allotments and apply for excess Rights Shares by way of e-Subscription shall take note of the following:

- (i) any e-Subscription received by the Share Registrar after the Closing Date for acceptance, Excess Application and payment shall be regarded as null and void and of no legal effect unless our Board in its absolute discretion determines otherwise. Any e-Subscription, once received by the Share Registrar from you, is irrevocable and shall be binding on you;
- (ii) you will receive notification to login to TIIH Online in respect of your shareholding in your CDS Account(s). Accordingly, for each CDS Account, you can choose to subscribe to the Rights Issue which you are entitled to in whole or part thereof as stipulated in this Abridged Prospectus;
- (iii) the e-Subscription made must be in accordance with the procedures of submitting e-Subscription using TIIH Online, the terms and conditions of e-Subscription, this Abridged Prospectus and the e-RSF. Any e-Subscription submitted that does not conform to the terms and conditions of TIIH Online, this Abridged Prospectus and the e-RSF may not be accepted at the sole discretion of our Company. Our Company reserves the right at our absolute discretion to reject any e-Subscription which are incomplete or incorrectly completed;

- (iv) the number of Provisional Allotments you are entitled to under the Rights Issue is set out in the e-RSF. You are required to indicate the number of Provisional Allotments you wish to accept and number of excess Rights Shares you wish to apply in the e-RSF;
- (v) the e-Subscription must be accompanied by remittance in RM which is to be made through online payment gateway or telegraphic transfer;
- (vi) a handling fee of RM5.00 per e-RSF is payable should you make e-Subscription. You will also need to pay a stamp duty of RM10.00 for each e-RSF; and
- (vii) the excess Rights Shares applied (if successful pursuant to procedures for the Excess Application as stated in this Abridged Prospectus) will be issued and credited into your CDS Account as stated in the Record of Depositors as at the last date for transfer of Provisional Allotments.

All Entitled Shareholders who wish to opt for e-Subscription, either in full or in part of your Provisional Allotments, please read and follow the procedures set below:

(i) Sign up as a user of TIIH Online

- (a) Access TIIH Online at <https://tiih.online>.
- (b) Under e-Services, select “**Sign Up**” – “**Create Individual Account**” (applicable for individual shareholders) or “**Create Corporate Holder Account**” (applicable for corporation or institutional shareholders). You may refer to the tutorial guide posted on the homepage for assistance.
- (c) Registration will be verified and you will be notified by email within one to two working days.
- (d) Proceed to activate your account with the temporary password given in the email and re-set your own password.

Note: An email address is allowed to be used once to register as a new user account, and the same email address cannot be used to register another user account. If you are already a user of TIIH Online, you are not required to sign up again. If you are signing up to represent a Corporate Holder Account(s), please contact our Share Registrar for further details and requirements.

(ii) Procedures for e-Subscription

Individual Registered Entitled Shareholder

- (a) Login to TIIH Online at <https://tiih.online>.
- (b) Select the corporate exercise name: **Binastra Rights Issue**.
- (c) Read and agree to the Terms & Conditions and confirm the Declaration.
- (d) Preview your CDS Account details and your Provisional Allotments.
- (e) Select the relevant CDS Account and insert the number of Rights Shares to subscribe and the number of excess Rights Shares to apply (if applicable) in the e-RSF.
- (f) Review and confirm the number of Rights Shares which you are subscribing and the number of excess Rights Shares you are applying (if applicable) and the total amount payable for the Rights Shares and excess Rights Shares (if applicable).

- (g) Review the payment of stamp duty at RM10.00 for each e-RSF and handling fee of RM5.00 for each e-RSF which is included in the total amount payable.
- (h) Proceed to pay via online payment gateway either through Maybank2U or any Financial Process Exchange (FPX) participating bank which you have an internet banking account.
- (i) As soon as the online payment is completed, a confirmation message with details of your subscription and payment from TIIH Online and the relevant payment gateway will be sent to your registered e-mail address.
- (j) Print the payment receipt and your e-RSF for your record.

Corporation or Institutional Registered Entitled Shareholder

- (a) Login to TIIH Online at <https://tjih.online>.
- (b) Select the corporate exercise name: **Binastra Rights Issue**.
- (c) Agree to the Terms & Conditions and Declaration.
- (d) Proceed to download the “e-RSF file of Provisional Allotments”.
- (e) Preview the respective CDS Account details and its Provisional Allotments.
- (f) Arrange to pay for the subscription of Rights Shares and excess Rights Shares via telegraphic transfer into our designated bank account as follows:

Account Name:	BINASTRA RIGHTS ISSUE ACCOUNT	BINASTRA EXCESS RIGHTS ISSUE ACCOUNT
Bank:	MALAYAN BANKING BERHAD	MALAYAN BANKING BERHAD
Bank Account No	514012483023	514012483030

- (g) Arrange to pay stamp duty at RM10.00 for each e-RSF and handling fee of RM2.00 for each e-RSF into Share Registrar’s bank account as follows:

Account Name:	Tricor Investor & Issuing House Services Sdn Bhd
Bank:	Malayan Banking Berhad
Bank Account No.:	514012025081

- (h) Upon payments are completed, prepare the submission of your subscriptions by inserting the required information into the “e-RSF file on the Provisional Allotments”.
- (i) Login to TIIH Online, select corporate exercise name: **Binastra Rights Issue** and proceed to upload the subscription file duly completed.
- (j) Select “Submit” to complete your submission.
- (k) Print the confirmation report of your submission for your record.

(iii) Terms and conditions for e-Subscription

The e-Subscription of Rights Shares and excess Rights Shares (if successful), shall be made on and subject to the terms and conditions appearing herein:

- (a) After login to TIIH Online, you are required to confirm and declare the following information given are true and correct:
 - (1) you have attained 18 years of age as at the last day for subscription and payment;
 - (2) you have, prior to making the e-Subscription, received a printed copy of this Abridged Prospectus and/or have had access to this Abridged Prospectus from Bursa Securities' website at www.bursamalaysia.com, the contents of which you have read and understood;
 - (3) you agree to all the terms and conditions for the e-Subscription as set out in this Abridged Prospectus and have carefully considered the risk factors as set out in this Abridged Prospectus, in addition to all other information contained in this Abridged Prospectus, before making the e-Subscription application;
- (b) you agree and undertake to subscribe for and to accept the number of Rights Shares and excess Rights Shares applied (if applicable) for as stated in the e-RSF. Your confirmation of your subscription will signify, and will be treated as, your subscription of the number of Rights Shares that may be allotted to you.
- (c) by making and completing your e-Subscription, you, if successful, request and authorise the Share Registrar or our Company to credit the new shares allotted to you into your CDS Account;
- (d) you acknowledge that your e-Subscription is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company or the Share Registrar and irrevocably agree that if:
 - (1) our Company or the Share Registrar does not receive your e-Subscription; or
 - (2) data relating to your e-Subscription application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to the Share Registrar, you will be deemed not to have made an e-Subscription and you may not make any claim whatsoever against our Company or the Share Registrar for the Rights Shares accepted and/or excess Rights Shares applied for or for any compensation, loss or damage relating to the e-Subscription.
- (e) you will ensure that your personal particulars recorded with TIIH Online and Bursa Depository are correct. Otherwise, your e-Subscription may be rejected; you must inform Bursa Depository promptly of any change in address failing which the notification on the outcome of your e-Subscription will be sent to your address last maintained with Bursa Depository.
- (f) by making and completing an e-Subscription, you agree that:
 - (1) in consideration of our Company agreeing to allow and accept your e-Subscription for the Rights Shares and excess Rights Shares applied (if applicable), your e-Subscription is irrevocable and cannot be subsequently withdrawn; and

- (2) the Share Registrar will not be liable for any delays, failures or inaccuracies in the processing of data relating to your e-Subscription due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control.
- (g) the Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (h) notification on the outcome of your e-Subscription for the Rights Shares and excess Rights Shares will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (1) successful application - a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Rights Shares and excess Rights Shares; or
 - (2) unsuccessful/partially successful application - the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day of application and payment for the Rights Shares and excess Rights Shares.

The refund will be credited directly into your bank account if you have registered such bank account information with Bursa Depository for the purposes of cash dividend/distribution. If you have not registered such bank account information with Bursa Depository the refund will be by issuance of cheque and sent by ordinary mail to your last address maintained with Bursa Depository at your own risk.

If acceptance of and payment for the Provisional Allotments allotted to you (whether in full or in part, as the case may be) are not received by the Share Registrar by the Closing Date, the provisional entitlement to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar.

Our Board will then have the right to allot any Rights Shares not validly taken up to applicants applying for the excess Rights Shares in the manner as set out in Section 9.9 of this Abridged Prospectus.

9.6 Procedure for part acceptance by the Entitled Shareholders and renounee(s)/transferee(s) (if applicable)

You and/or your renounee(s)/transferee(s) (if applicable) are entitled to accept part of your entitlement to the Provisional Allotments provided always that the minimum number of Rights Share that is accepted is 1 Provisional Allotment. Fractions of Rights Shares will be disregarded and the aggregate of such fractions shall be dealt with in such a manner as our Board in its absolute discretion deems fit and expedient and in the best interest of our Company.

You and/or your renounee(s)/transferee(s) (if applicable) must complete the procedures set out in Section 9.5 of this Abridged Prospectus.

YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ AND ADHERE TO THE RSF, THE NOTES AND INSTRUCTIONS CONTAINED THEREIN.

The portion of the Provisional Allotments that have not been accepted shall be allotted to any persons allowed under the law, regulations or rules to accept the transfer of the Provisional Allotments and the balance, if any, will be allotted to applicants applying for the excess Rights Shares on a fair and equitable basis in such manner as our Board in its absolute discretion deems fit and expedient in the best interest of our Company, such that the incidence of odd lots will be minimised.

9.7 Procedure for sale/transfer of Provisional Allotments

As the Provisional Allotments are prescribed securities, you may sell or transfer all or part of your entitlement to the Provisional Allotments to 1 or more than 1 person(s) through your stockbroker for the period up to the last date and time for sale or transfer of such Provisional Allotments, without first having to request for a split of the Provisional Allotments standing to the credit of your CDS Account. To sell/transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository.

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotments by completing Parts I(A) and II of the RSF. Please refer to Sections 9.4 and 9.5 of this Abridged Prospectus for the procedures of acceptance and payment.

In selling or transferring all or part of your Provisional Allotments, you need not deliver any document including the RSF, to any stockbroker. However, you must ensure that there is sufficient Provisional Allotments standing to the credit of your CDS Account that is available for settlement of the sale or transfer.

Purchaser(s) or transferee(s) of the Provisional Allotments may obtain a copy of this Abridged Prospectus and the RSF from their stockbrokers, our Share Registrar, our registered office or Bursa Securities' website at <https://www.bursamalaysia.com>.

9.8 Procedure for acceptance by renounee(s)/transferee(s) (if applicable)

Renounee(s) and/or transferee(s) who wish to accept the provisionally allotted Rights Shares must obtain a copy of the RSF from their stockbrokers, our Share Registrar, or at our registered office or from the Bursa Securities' website at <https://www.bursamalaysia.com>, and complete the RSF, submit the same together with the remittance in accordance with the notes and instructions printed therein.

The procedure for acceptance and payment applicable to the Entitled Shareholders as set out in Section 9.5 of this Abridged Prospectus also applies to renounee(s) and/or transferee(s) who wish to accept the provisionally allotted Rights Shares.

RENOUNEE(S)/TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS ABRIDGED PROSPECTUS AND THE RSF.

9.9 Procedure for Excess Application

9.9.1 By way of RSF

You and/or your renounee(s)/transferee(s) (if applicable) may apply for additional Rights Shares in excess of your entitlement by completing Part I(B) of the RSF (in addition to Parts I(A) and II) and forwarding it with a **separate remittance made in RM** for the full amount payable for the excess Rights Shares applied for, to our Share Registrar not later than the Closing Date, being the last date and time for application of and payment for the Excess Application. In the event you have sold all your Provisional Allotment, you are no longer eligible to accept the Provisional Allotment and to apply for any Excess Rights Shares.

PAYMENT FOR THE EXCESS RIGHTS SHARES APPLIED FOR SHOULD BE MADE IN THE SAME MANNER DESCRIBED IN SECTION 9.5 OF THIS ABRIDGED PROSPECTUS, AND IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY", MADE PAYABLE TO "BINA STRA EXCESS RIGHTS ISSUE ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS, CONTACT NUMBER, ADDRESS AND CDS ACCOUNT NUMBER TO BE RECEIVED BY OUR SHARE REGISTRAR.

It is the intention of our Board to allot the excess Rights Shares, if any, on a fair and equitable basis and in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the excess Rights Shares, on a pro rata basis and in board lot, calculated based on their respective shareholdings as per their CDS Accounts as at the Entitlement Date;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for excess Rights Shares, on a pro rata basis and in board lot, calculated based on the quantum of their respective Excess Application applied for; and
- (iv) fourthly, for allocation to renouncee(s)/transferee(s) (if applicable) who have applied for excess Rights Shares, on a pro rata basis and in board lot, calculated based on the quantum of their respective Excess Application applied for.

In the event there is any remaining balance of excess Rights Shares after the above allocations, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the excess Rights Shares to the Entitled Shareholders and/or renouncee(s) and/or transferee(s) who have applied for the excess Rights Shares until such balance is fully allocated.

Nevertheless, our Board reserves the right to allot any excess Rights Shares applied for under Part I(B) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company subject always that such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in steps (i) to (iv) above is achieved. Our Board also reserves the right at its absolute discretion to accept in full or in part any application for the excess Rights Shares without assigning any reason thereof.

The final basis of allocation of the excess Rights Shares will be announced on Bursa Securities together with the result of the total valid acceptances and Excess Applications after the Closing Date of the Rights Issue.

THE PAYMENT MUST BE MADE FOR THE EXACT AMOUNT PAYABLE FOR THE EXCESS RIGHTS SHARES APPLIED FOR. ANY EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.

NO ACKNOWLEDGEMENT OF THE RECEIPT OF THE RSF OR APPLICATION MONIES IN RESPECT OF THE EXCESS RIGHTS SHARES WILL BE ISSUED BY OUR COMPANY OR OUR SHARE REGISTRAR. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED BY ORDINARY POST TO THE ADDRESS AS SHOWN ON OUR COMPANY'S RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE LAST DATE OF APPLICATION OF AND PAYMENT FOR THE EXCESS RIGHTS SHARES OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

WHERE AN APPLICATION FOR THE EXCESS RIGHTS SHARES IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES (AS THE CASE MAY BE) WILL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED INTO YOUR BANK ACCOUNT REGISTERED WITH BURSA DEPOSITORY FOR THE PURPOSE OF CASH DIVIDEND/DISTRIBUTION. IF YOU HAVE NOT REGISTERED SUCH BANK ACCOUNT WITH BURSA DEPOSITORY THE REFUND WILL BE MADE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE LAST DATE FOR APPLICATION OF AND PAYMENT FOR THE EXCESS RIGHTS SHARES.

APPLICANTS ARE NOT ALLOWED TO WITHDRAW THE RSF AND PAYMENT ONCE THEY HAVE BEEN LODGED WITH OUR SHARE REGISTRAR.

9.9.2 By way of e-Subscription

You and/or your renounee(s) and/ or transferee(s) (if applicable) may apply for the excess Rights Shares in excess of your entitlement via e-Subscription in addition to your Provisional Allotments. If you wish to do so, you may apply for the excess Rights Shares by following the same steps as set out in Section 9.5.2 of this Abridged Prospectus.

The e-Subscription for excess Rights Shares will be made on, subject to, the same terms and conditions appearing in Section 9.5.2 of this Abridged Prospectus.

Any Rights Shares which are not taken up or not validly taken up by you and/or your renounee(s) and/ or transferee(s) (if applicable) shall be made available for excess Rights Shares. It is the intention of our Board to allot the excess Rights Shares, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 9.9.1 above.

WHERE AN APPLICATION FOR THE EXCESS RIGHTS SHARES IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED INTO YOUR BANK ACCOUNT IF YOU HAVE PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY FOR THE PURPOSE OF CASH DIVIDEND/DISTRIBUTION. IF YOU HAVE NOT PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY THE REFUND WILL BE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE LAST DATE FOR APPLICATION OF AND PAYMENT FOR THE EXCESS RIGHTS SHARES.

9.10 Form of issuance

Bursa Securities has prescribed our Shares listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares are prescribed securities and as such, all dealings in the Rights Shares will be subject to the SICDA and the Rules of Bursa Depository.

Failure to comply with the specific instructions for applications or inaccuracy in the CDS Account number may result in the application being rejected. No physical share certificate will be issued to you under the Rights Issue. A notice of allotment will be despatched to you and/or your renounee(s)/transferee(s) (if applicable) by ordinary post to the address shown on our Company's Record of Depositors provided by Bursa Depository at your own risk within 8 Market Days from the last date for acceptance of and payment for the Rights Shares or such other period as may be prescribed by Bursa Securities.

Where the Rights Shares are provisionally allotted to you as an Entitled Shareholder in respect of your existing Shares standing to the credit to your CDS Account on the Entitlement Date, the acceptance by you of the Provisional Allotments shall mean that you consent to receive such Provisional Allotments as prescribed or deposited securities which will be credited directly into your CDS Account.

Any person who has purchased the Provisional Allotments or to whom the Provisional Allotments has been transferred and intends to subscribe for the Rights Shares must state his or her CDS Account number in the space provided in the RSF. The Rights Shares will be credited directly as prescribed or deposited securities into his or her CDS Account upon allotment and issuance.

The excess Rights Shares, if allotted to the successful applicant who applied for the excess Rights Shares, will be credited directly as prescribed securities into the CDS Account of the successful applicant where the Provisional Allotment is standing to the credit. The allocation of the excess Rights Shares will be made on a fair and equitable basis as disclosed in Section 9.9.1 of this Abridged Prospectus.

9.11 Laws of foreign jurisdictions

The Documents have not been (and will not be) made to comply with the laws of any foreign country or jurisdiction other than Malaysia, and have not been (and will not be) lodged, registered or approved under any legislation (or with or by any regulatory authorities or other relevant bodies) of any foreign country or jurisdiction. The Rights Issue will not be made or offered for subscription in any foreign country or jurisdiction other than Malaysia.

Accordingly, the Documents will not be sent to the foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) who do not have a registered address in Malaysia. However, foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) may collect the Documents from our Share Registrar, in which event our Share Registrar shall be entitled to request for such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting these documents relating to the Rights Issue.

Our Company will not make or be bound to make any enquiry as to whether you have a registered address in Malaysia other than as stated in our Record of Depositors as at the Entitlement Date and will not accept or be deemed to accept any liability whether or not any enquiry or investigation is made in connection therewith. Our Company will assume that the Rights Issue and the acceptance thereof by you would be in compliance with the terms and conditions of the Rights Issue and would not be in breach of the laws of any jurisdiction. Our Company will further assume that you have accepted the Rights Issue in Malaysia and will at all applicable times be subject to the laws of Malaysia.

The foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) may only accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Issue only to the extent that it would be lawful to do so, and AmlInvestment Bank, our Company, our Directors, our officers and other professional advisers would not, in connection with the Rights Issue, be in breach of the laws of any country or jurisdiction to which the foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) are or may be subject to. The foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) shall solely be responsible to seek advice from their legal advisers and other advisers as to the laws of the countries or jurisdictions to which they are or may be subject to. AmlInvestment Bank, our Company, our Directors, our officers and other professional advisers shall not accept any responsibility or liability in the event that any acceptance or renunciation made by any foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such country or jurisdiction.

The foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in such country or jurisdiction and our Company, our Directors, our officers, AmInvestment Bank and other advisers shall be entitled to be fully indemnified and held harmless by such foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) for any issue, transfer or other taxes or other requisite payments that such person may be required to pay in any country or jurisdiction. They will have no claims whatsoever against our Company, our Directors, our officers, AmInvestment Bank and other advisers in respect of their rights and entitlements under the Rights Issue. Such foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) should consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to accept the Rights Issue.

By signing the RSF, the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are deemed to have represented, acknowledged, agreed and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) our Company, our Directors, our officers, AmInvestment Bank and other experts that:-

- (i) our Company, our Board, our officers, AmInvestment Bank and/or other advisers would not, by acting on the acceptance or renunciation in connection with the Rights Issue, be in breach of the laws of any jurisdiction to which the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are or may be subject to;
- (ii) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation of the Provisional Allotments;
- (iii) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are not nominees or agents of a person in respect of whom we would, by acting on the acceptance or renunciation of the Provisional Allotments, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- (iv) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are aware that the Provisional Allotments can only be transferred, sold or otherwise disposed of, charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;
- (v) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) have received a copy of this Abridged Prospectus, had access to such financial and other information and have been provided the opportunity to ask such questions to our representatives and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the Rights Shares; and
- (vi) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights Shares.

Persons receiving the Documents (including without limitation custodians, nominees and trustees) must not, in connection with the offer, distribute or send them into any country or jurisdiction, where to do so would or might contravene local securities, exchange control or relevant laws or regulations. If the Documents are received by any persons in such country or jurisdiction, or by an agent or nominee of such a person, he must not seek to accept the offer unless he has complied with and observed the laws of the relevant country or jurisdiction in connection herewith.

Any person who does forward the Documents to any foreign country or jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw attention of the recipient to the contents of this section and we reserve the right to reject a purported acceptance of the Rights Shares from any such application by foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) in any foreign country or jurisdiction.

We reserve the right, in our absolute discretion, to treat any acceptance of the Rights Shares as invalid if we believe that such acceptance may violate any applicable legal or regulatory requirements in Malaysia. The Provisional Allotments relating to any acceptance which is treated invalid will be included in the pool of Rights Shares available for Excess Application by other Entitled Shareholders and/or their transferee(s) and/or their renouncee(s).

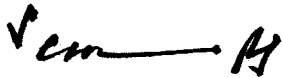
10. TERMS AND CONDITIONS

The issuance of the Rights Shares is governed by the terms and conditions as set out in this Abridged Prospectus, the NPA and RSF enclosed herewith.

11. FURTHER INFORMATION

You are advised to refer to the ensuing appendices for further information.

Yours faithfully,
for and on behalf of the Board of Directors,
BINASTRA CORPORATION BERHAD
(FORMERLY KNOWN AS COMINTEL CORPORATION BHD)



TAN SRI DATO' SAMSHURI BIN ARSHAD
Independent Non-Executive Chairman

APPENDIX I – INFORMATION ON OUR COMPANY

1. HISTORY OF OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 on 2 October 2003 as a private limited company under the name of Comintel Corporation Sdn. Bhd. Our Company was subsequently converted into a public limited company and assumed the name of Comintel Corporation Bhd on 10 November 2003 and was listed on the Second Board of Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities) on 16 August 2004. Our Company's name was changed to our present name, Binastra Corporation Berhad, on 8 March 2024.

For information purposes, Binastra was previously classified as an affected listed issuer pursuant to Paragraph 2.1(a) of PN17 on 28 March 2019. Arising therefrom, the Company had formulated the PN17 Regularisation which comprises (i) a share capital reduction, (ii) a private placement of 242.5 million new Shares and 70.0 million RCPS in Binastra, (iii) amendments to the constitution of Binastra to facilitate the issuance of the RCPS as well as (iv) an acceptance of a contract awarded by a third-party to our Group for the construction and completion of main building works and infrastructure works for a development project for a contract sum of RM188.77 million. Our Group had completed the PN17 Regularisation on 5 December 2022 which resulted in Binastra being uplifted from PN17 status in September 2023.

2. BOARD OF DIRECTORS

The details of our Board are set out below:-

Name (<i>Designation</i>)	Age	Address	Nationality
Tan Sri Dato' Samshuri bin Arshad (<i>Independent Non-Executive Chairman</i>)	82	22, Lorong 14/37B, 46100 Petaling Jaya, Selangor Darul Ehsan	Malaysian
Datuk Tan Kak Seng (<i>Managing Director</i>)	49	No. 8, Jalan Hujan Emas II, Taman Overseas Union, 58200 Kuala Lumpur	Malaysian
Lee Seng Yong (<i>Executive Director</i>)	40	No. 23, Jalan Wan Sendari 3, Taman Sri Endah, 57000 Kuala Lumpur	Malaysian
Teh Soon Hin (<i>Independent Non-Executive Director</i>)	47	K-10-6, Perdana Puri Apartment, Jalan Puri, Desa Aman Puri, 52100 Kepong, Kuala Lumpur	Malaysian
Tan Mai Yean (<i>Independent Non-Executive Director</i>)	50	No. 6, Jalan PJU 1A/54, Damansara Idaman, 47301 Petaling Jaya, Selangor Darul Ehsan	Malaysian
Low Tuan Lee (<i>Independent Non-Executive Director</i>)	45	5-10, Amaya Maluri, No. 2, Jalan Jejaka 2, Taman Maluri, 55100 Cheras, Kuala Lumpur	Malaysian

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**3. SHARE CAPITAL**

As at the LPD, our issued share capital is RM28,850,815.48 comprising 452,500,000 Binastra Shares. As at the LPD, we do not have any treasury shares.

4. DIRECTORS' SHAREHOLDINGS

Save for Datuk Jackson Tan, LSY and Tan Sri Dato' Samshuri bin Arshad, none of the Directors have any direct or indirect shareholdings in our Company as at the LPD. For information purposes, the Acquisition will not have any effect on the shareholdings of the Directors.

The proforma effects of the Rights Issue, Private Placement and Bonus Issue on the shareholdings of the Directors are as follows:-

	As at the LPD				(I)			
					After the Rights Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Jackson Tan	55,000,000	12.15	231,057,870 ⁽ⁱ⁾	51.06	60,500,000	12.15	254,163,657 ⁽ⁱ⁾	51.06
LSY	36,780,650	8.13	-	-	40,458,715	8.13	-	-
Tan Sri Dato' Samshuri bin Arshad	500,000	0.11	-	-	550,000 ⁽ⁱⁱ⁾	0.11	-	-

	(II)				(III)			
	After (I) and the Private Placement				After (I), (II) and the Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Jackson Tan	60,500,000	11.14	254,163,657 ⁽ⁱ⁾	46.81	121,000,000	11.14	508,327,314 ⁽ⁱ⁾	46.81
LSY	40,458,715	7.45	-	-	80,917,430	7.45	-	-
Tan Sri Dato' Samshuri bin Arshad	550,000	0.10	-	-	1,100,000	0.10	-	-

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

Note:-

- (i) *Deemed interested by virtue of his shareholdings in JCSB pursuant to Section 8(4) of the Act.*
- (ii) *Assuming that Tan Sri Dato' Samshuri bin Arshad fully subscribes for his entitlement under the Rights Issue.*

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**5. HISTORICAL FINANCIAL INFORMATION**

A summary of the key financial information of our Group for FYE 2021, FYE 2022, FYE 2023 and FYE 2024 are set out in the table below:-

5.1. Historical financial performance

	Audited FYE			Unaudited
	2021 RM'000	2022 RM'000	2023 RM'000	FYE 2024 RM'000
Revenue	1,832	38,547	188,666	425,202
Cost of sales	(735)	(29,089)	(161,390)	(364,626)
Gross profit	1,097	9,458	27,276	60,576
Other income	82	123	268	301
Other operating expenses	(5,648)	(4,529)	(4,709)	(5,410)
(Loss)/Profit from operations	(4,469)	5,052	22,835	55,467
Finance costs	(4)	(132)	(141)	(325)
(Loss before tax) / Profit before tax	(4,473)	4,920	22,694	55,142
Taxation	-	(577)	(6,171)	(13,554)
(LAT) / PAT from continuing operations	(4,473)	4,343	16,523	41,588
Post-tax loss from discontinued operations ^(iv)	(4,995)	(13,008)	-	(815)
(LAT) / (PAT) for the financial year	(9,468)	(8,665)	16,523	40,773
Basic (loss) / earnings per share (sen) from continuing operations	(3.19) ⁽ⁱ⁾	3.10 ⁽ⁱ⁾	9.16 ⁽ⁱⁱ⁾	10.19 ⁽ⁱⁱⁱ⁾

(Source: Our Group's annual reports and quarterly results for the respective financial years)

Notes:-

- (i) Computed based on the weighted average number of issued Binastra Shares as at FYE 2021 and FYE 2022 of 140,000,000 Binastra Shares.
- (ii) Computed based on the weighted average number of issued Binastra Shares as at FYE 2023 of 180,416,667 Binastra Shares.
- (iii) Computed based on the weighted average number of issued Binastra Shares as at FYE 2024 of 400,000,000 Binastra Shares.
- (iv) For FYE 2021 and FYE 2022, the discontinued operations comprise contributions from our Group's partial disposal of our system integration and maintenance services ("**SIMS**") business as well as the entire disposal of our green waste management and waste-to-energy business. For FYE 2024, the discontinued operations comprise contributions from our Group's remaining SIMS segment carried out by Comintel System Technologies Sdn Bhd ("**CST**"). For information purposes, our Group has completely exited the SIMS segment after the completion of the disposal of CST in November 2023.

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**5.2 Historical financial position**

	Audited FYE			Unaudited FYE 2024 RM'000
	2021 RM'000	2022 RM'000	2023 RM'000	
Total non-current assets	2,140	1,172	829	9,480
Total current assets	10,973	29,135	136,803	286,428
Total assets	13,113	30,307	137,632	295,908
Share capital	95,745	95,745	23,461	28,851
RCPS	-	-	5,390	-
Reserves (Accumulated losses) /	(1,347)	(20)	(20)	(20)
Retained earnings	(85,741)	(93,874)	13,607	54,380
Shareholders' funds / NA	8,657	1,851	42,438	83,211
Non-controlling interests	(10,505)	-	-	-
Total equity	(1,848)	1,851	42,438	83,211
Total non-current liabilities	1,985	728	262	107
Total current liabilities	12,976	27,728	94,932	212,590
Total liabilities	14,961	28,456	95,194	212,697
No. of Binastra Shares ('000) ⁽ⁱ⁾	140,000	140,000	382,500	452,500
NA per share (sen)	6.18	1.32	11.09	18.39
Current ratio (times)	0.85	1.05	1.44	1.35
Gearing ratio (times)	-	0.10	- ⁽ⁱⁱ⁾	0.29
Trade receivables turnover period (days) ⁽ⁱⁱⁱ⁾	109	89 ^(v)	112 ^(vi)	119
Trade payables turnover period (days) ^(iv)	183	98 ^(v)	101	97

(Source: Our Group's annual reports and quarterly results for the respective financial years)

Notes:-

- (i) Represents the number of Binastra Shares in issue for the respective financial years.
- (ii) Negligible.
- (iii) Computed based on the average trade receivables (excluding retention sum) divided by the revenue for the respective financial years multiplied by 365 days.
- (iv) Computed based on the average trade payables (excluding retention sum) divided by the cost of sales for the respective financial years multiplied by 365 days.
- (v) The trade receivables turnover period and trade payables turnover period for FYE 2022 is lower as compared to FYE 2021 mainly attributable to our Group's commencement of construction business in August 2021 where our Group's revenue and costs of sales for FYE 2022 contributes from its construction business. Generally, our Group's construction business has a credit term of 90 to 120 days.
- (vi) The trade receivables turnover period has increased in FYE 2023 mainly due to the increase in the construction projects undertaken by our Group during the financial year.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**5.3 Historical cash flows**

	Audited FYE			Unaudited FYE 2024 RM'000
	2021 RM'000	2022 RM'000	2023 RM'000	
Net cash generated from / (used in) operating activities	8,333	(880)	(12,063)	12,976
Net cash generated from / (used in) investing activities	345	(171)	(93)	(9,936)
Net cash (used in) / generated from financing activities	(6,090)	1,892	23,390	6,973
Effects of foreign exchange currency differences for foreign operations	9	2	-	-
Net increase / (decrease) in cash and cash equivalents	2,597	843	11,234	10,013
Cash and cash equivalents at the beginning of the financial year / period	1,430	4,027	4,870	16,104
Cash and cash equivalents at the end of the financial year / period	4,027	4,870	16,104	26,117

(Source: Our Group's annual reports and quarterly results for the respective financial years)

Financial commentaries**Commentaries for FYE 2021 and FYE 2022**

During FYE 2022, our Group had undertaken various steps to realign its business interest which includes, the disposal of loss-making entities, i.e. the partial disposal of the SIMS business as well as the entire disposal of the green waste management and waste-to-energy segment. Such efforts are not part of the Group's PN17 Regularisation but represent the immediate steps undertaken by the management to stem further losses to improve the financial performance of the Group. In the same year, our Group had also diversified its business operations to include construction related activities and being awarded 3 construction projects, namely the Sasar Piling Project and D'Erica Project, both of which commenced in FYE 2022 as well as Sasar MBW Project which commenced in FYE 2023, with total contract sum of RM117.69 million.

Resultant from the above, our Group's revenue for FYE 2022 had increased by RM36.72 million or 2,004.09% in comparison to FYE 2021, primarily due to the revenue contribution from our Group's construction business of approximately RM34.40 million. Our Group's continuing operations have also recorded PAT of 4.34 million in FYE 2022 as compared to LAT from continuing operations of RM4.47 million in FYE 2021.

Notwithstanding the above, our Group's shareholders' funds had decreased by RM6.81 million or approximately 78.62% in FYE 2022 mainly due to the losses from discontinued operations i.e. part of the SIMS segment as well as the green waste management and waste-to-energy segment (including loss on disposal as well as losses arising from operations in aggregate) amounting to RM13.01 million which resulted in our Group recording a LAT of RM8.67 million. For information purposes, the discontinued operations relate to our Company's subsidiaries, namely, Comintel Sdn. Bhd., Green Waste Management Sdn. Bhd., Comintel (HK) Limited, Comintel Mobility Sdn. Bhd., PT. Intelcom Indonesia, Comintel Green Technologies Sdn. Bhd. and Comintel Tech Services Sdn. Bhd., which were disposed by our Group in December 2021.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

Our Group's total assets for FYE 2022 had increased by RM17.19 million or 131.12% in comparison to FYE 2021. This was mainly attributable to an increase in trade receivables by RM21.32 million arising from the certified progress billings issued to customers of the Sasar Piling Project and D'Erica Project.

Our Group's total current liabilities for FYE 2022 had also increased by RM14.75 million or 113.69% in comparison to FYE 2021. This mainly arises from an increase in trade payables by RM15.19 million primarily due to an increase in billings from our subcontractors and suppliers which corresponds with the growth of our Group's construction business in FYE 2022.

Our Group recorded a net increase in cash and cash equivalents of RM0.84 million for FYE 2022 mainly due to advances received by our Group during the year amounting to RM3.00 million from Just Trading Sdn Bhd, being a former substantial shareholder of our Company. This increase was partially offset by net cash used in operating activities primarily arising from an increase working capital requirements in line with the growth of our Group's construction business.

Commentaries for FYE 2022 vs FYE 2023

Our Group's revenue in FYE 2023 had increased by RM150.12 million or 389.44% in comparison to FYE 2022, mainly due to the increase in revenue contribution from our Group's construction business as a result of commencement of new projects (i.e. Sasar MBW Project, D'Terra MBW Project, D'Tessera MBW Project and Butirjaya Project) as well as improvement in the progress of construction activities during the year. Our Group's construction revenue was mainly attributable to progress billings from D'Erica Project, D'Tessera MBW Project, D'Terra MBW Project, Sasar Piling Project and Sasar MBW Project.

Our Group's PAT from continuing operations for FYE 2023 has also increased by RM12.18 million or 280.45% to RM16.52 million which is in line with the increase in our Group's revenue contribution.

Our Group's NA for FYE 2023 has increased to RM42.44 million as a result of the PAT recorded during the year as well as the completion of the PN17 Regularisation which includes the issuance of 242,500,000 placement shares which raised gross proceeds of RM19.40 million and the issuance of 70,000,000 RCPS which raised gross proceeds of RM5.60 million. For avoidance of doubt, the issuance of 242,500,000 placement shares and the issuance of 70,000,000 RCPS form a part of the PN17 Regularisation as set out in Section 1 of Appendix I of this Abridged Prospectus.

As part of the PN17 Regularisation, our Group had also undertaken a share capital reduction pursuant to Section 116 of the Act to reduce its share capital amounting to RM90.96 million to offset against the accumulated losses of our Group which resulted in our Group's share capital to decrease in FYE 2023.

Our Group's total current assets for FYE 2023 had increased significantly by RM107.67 million or 369.55% in comparison to FYE 2022, primarily due to an increase in trade receivables by RM90.17 million which corresponds with the increase in certified progress billings issued to customers for the D'Erica Project, D'Tessera MBW Project, D'Terra MBW Project, Sasar Piling Project and Sasar MBW Project. Our Group's total current liabilities for FYE 2023 had also increased by RM67.20 million or 242.37% in comparison to FYE 2022 mainly due to an increase in trade payables by RM62.13 million primarily due to an increase in billings from our subcontractors and suppliers which corresponds with the growth of our Group's construction business in FYE 2023.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

Additionally, our Group recorded an increase in cash and cash equivalents for FYE 2023 by RM11.23 million. This was mainly attributable to the net cash generated from financing activities of RM23.39 million comprising primarily proceeds raised from the issuance of ordinary shares and RCPS by our Group's private placement undertaken pursuant to the PN17 Regularisation. The aforementioned was partially offset by the RM12.06 million net cash used in operating activities primarily stemming from the increase in our Group's working capital requirements which aligns with the growth of our Group's construction business as highlighted above.

Commentaries for FYE 2023 vs FYE 2024

Our Group's revenue in FYE 2024 had increased by RM236.54 million or 125.37% in comparison to FYE 2023, mainly due to the increase in revenue contribution from our Group's construction business which is primarily attributable to progress billings from the Sasar MBW Project, D'Erica Project, D'Terra MBW Project, Butirjaya Project and D'Tessera MBW Project.

Correspondingly, our Group's PAT had increased by RM24.25 million or 146.77% for FYE 2024 in comparison to FYE 2023.

Our Group's NA for FYE 2024 increased by RM40.77 million or 96.08% in comparison to FYE 2023 primarily as a result of the PAT recorded during the financial year.

As at 31 January 2024, our Group had drawdown banker acceptance of RM24.52 million to fund the construction costs of its on-going projects which resulted in our Group's borrowings to increase by RM24.52 million as at 31 January 2024. Nonetheless, our Group's gearing ratio for FYE 2024 is still minimal at 0.29 times.

Our Group's total current assets for FYE 2024 had increased by RM149.63 million or 109.37% in comparison to FYE 2023, primarily due to an increase in trade and other receivables of RM113.01 million as well as cash and short term deposits of RM24.27 million. The increase in trade and other receivables is in line with the increase in certified progress billings issued to customers for Sasar MBW Project, D'Erica Project, D'Terra MBW Project, Butirjaya Project and D'Tessera MBW Project.

Our Group's total current liabilities for FYE 2024 had also increased by RM117.66 million or 123.94% in comparison to FYE 2023 mainly due to an increase in trade and other payables by RM53.28 million primarily due to an increase in billings from our subcontractors and suppliers which corresponds with the growth of our Group's construction business in FYE 2024.

Our Group recorded an increase in cash and cash equivalents for FYE 2024 by RM10.01 million. This was mainly attributable to the net cash generated from operating activities of RM12.98 million mainly due to the increase in contract liabilities of RM38.74 million during the financial year arising from timing differences as well as higher certified progress billing compared to revenue recognised in FYE 2024.

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**6. HISTORICAL SHARE PRICE PERFORMANCE**

The monthly highest and lowest prices of Binastra Shares traded on Bursa Securities for the past 12 months preceding the date of this Abridged Prospectus are as follows:-

	Highest RM	Lowest RM
<u>2023</u>		
April	0.9350	0.8400
May	0.9100	0.8550
June	0.8950	0.8400
July	0.8950	0.8150
August	0.9800	0.8700
September	1.5000	0.9700
October	1.4400	1.3000
November	1.5000	1.2900
December	1.5000	1.3700
<u>2024</u>		
January	1.4400	1.2500
February	1.5800	1.3700
March	1.7900	1.4500
Last transacted market price on 5 December 2023 (being the last Market Day prior to the announcement of the Rights Issue)		1.4500
Last transacted market price as at the LPD		1.7700
Last transacted market price on 5 April 2024, being the last Market Day immediately preceding the ex-date for the Rights Issue on 8 April 2024		1.7200

(Source: Bloomberg)

7. OPTION TO SUBSCRIBE FOR SHARES

As at the LPD, save for the Provisional Allotments and excess Rights Shares, no option to subscribe for any securities of our Company has been granted or is entitled to be granted to any person.

As at the LPD, our Company has not awarded any ESS Award to any Eligible Person. It is the intention of our Company to implement the ESS after the completion of the Rights Issue.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**8. MATERIAL CONTRACTS**

As at the LPD, save as disclosed below, neither Binastra nor its subsidiary have entered into any material contracts, not being contracts entered in the ordinary course of business, during the past 2 years preceding the date of this Abridged Prospectus:

- (i) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between our Company and JCSB, whereby JCSB will subscribe for 145,000,000 new Shares at an issue price of RM0.08 per Share and 70,000,000 RCPS at an issue price of RM0.08 per RCPS, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (ii) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between our Company and Dato' Sri Godwin Tan Pei Poh, whereby Dato' Sri Godwin Tan Pei Poh will subscribe for 18,187,500 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (iii) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between our Company and Ta Wee Dher, whereby Ta Wee Dher will subscribe for 18,187,500 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (iv) Subscription agreement dated 1 June 2022 entered into between our Company and Yankong Stainless Sdn. Bhd. whereby Yankong Stainless Sdn. Bhd. will subscribe for 18,742,500 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (v) Subscription agreement dated 1 June 2022 entered into between our Company and Tan Chyi Boon whereby Tan Chyi Boon will subscribe for 15,300,000 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (vi) Subscription agreement dated 1 June 2022 entered into between our Company and Chow Hing Yaung whereby Chow Hing Yaung will subscribe for 13,541,250 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (vii) Subscription agreement dated 1 June 2022 entered into between our Company and Fong Yik Hon whereby Fong Yik Hon will subscribe for 13,541,250 new Shares at an issue price of RM0.08 per Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (viii) Share sale agreement dated 20 November 2023 entered into between Huang Chai Sheng (as purchaser) and our Company (as vendor) for the disposal of 100.00% equity interest in Comintel System Technologies Sdn. Bhd. for cash consideration of RM135,000.00, which has been completed on 20 November 2023;
- (ix) The SPA; and

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

- (x) The Underwriting Agreement.

9. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, our Board confirms that neither our Company nor our subsidiary are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of our Group, and our Board confirms that there are no proceedings, pending or threatened against our Group, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Group.

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APPENDIX II – ADDITIONAL INFORMATION

1. CONSENTS

The written consents of our Principal Adviser and Sole Underwriter, Company Secretary, Share Registrar, the Solicitors for the Rights Issue and the Independent Valuer for the inclusion in this Abridged Prospectus of their names in the form and context in which they appear have been given before issuance of this Abridged Prospectus and have not subsequently been withdrawn.

Bloomberg has given and has not subsequently withdrawn its written consent for the inclusion in this Abridged Prospectus of its name and citation of the market data of Binastra Shares and all reference in relation to Bloomberg, made available to its subscribers in the form and context in which it appears in this Abridged Prospectus.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) for a period of 6 months from the date of this Abridged Prospectus:-

- (i) the SPA;
- (ii) Constitution of our Company;
- (iii) Undertaking Letters as referred to in Section 2.4 of this Abridged Prospectus;
- (iv) material contracts as referred to in Section 8 of Appendix I of this Abridged Prospectus;
- (v) letters of consent as referred to in Section 1 of Appendix II of this Abridged Prospectus; and
- (vi) Valuation report dated 6 December 2023 issued by Knight Frank (“**Valuation Report**”) as referred to in Section 2 of Appendix III of this Abridged Prospectus.

3. RESPONSIBILITY STATEMENT

Our Board has seen and approved the Documents. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statements or other facts which, if omitted, would make any statement in this Abridged Prospectus false or misleading.

AmInvestment Bank, being the Principal Adviser for the Rights Issue, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue.

APPENDIX III – FURTHER INFORMATION ON THE ACQUISITION

1. Brief details of the Acquisition

On 6 December 2023, BBSB and BCSB entered into the SPA, whereby BBSB agrees to acquire the Construction Equipment for the Purchase Consideration. In view that Datuk Jackson Tan, the Managing Director and major shareholder of Binastra (via his direct shareholdings in our Company and indirect shareholdings in our Company held through JCSB) is also the major shareholder and director of BCSB, which is the Vendor for the Construction Equipment, the Acquisition is deemed as a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements. For information purposes, the Construction Equipment comprises of the following:-

(i) 79,713 square meters of aluminium formwork systems

Aluminium formwork system uses temporary aluminium structures to perform cast in situ (on site casting) which allows the formation of complete structure with consistent dimensions and quality finishing as well as having better control of project scheduling. The building structures that can be formed using aluminium formwork system include slabs, beams, columns and walls. The aluminium formwork system uses structural-grade aluminium alloy and is environmentally friendly, adaptable, flexible, accurate and fast to install. The formworks made of aluminium materials can be easily assembled on the project site to serve as moulds for concrete to be poured in. The formworks will be subsequently removed once the concrete is set and developed the required strength.

Aluminium formwork systems are ideal for large concrete construction projects as they are lighter in weight in comparison to steel, which means that the aluminium formwork systems are easier to transport and haul around project sites. Nonetheless, as aluminium is not as strong as steel, larger number of formworks are usually required to be used in larger sections and is also harder to modify once it has been fabricated.

Aluminium formwork systems are specifically engineered for repeated use over an extended lifespan, hence making it cost effective.

(ii) 10,945 units of green formwork systems and related accessories

Green formwork system usage is similar to aluminium formwork and are primarily used for building / formation of horizontal structures (e.g. floors). It is a panel-drop concrete formwork system with early-stripping mechanism. It provides a systematic, modular formwork solution for the construction of beam and slab structural elements and suits generally all in-situ construction methods and conditions.

Green formwork system is made of steel and durable plywood, which is more durable, rigid and stronger than aluminium. It is less likely to warp and is easier to customise to a specific project's needs in comparison to aluminium due to its modular systems, consisting of a few main components such as the system panel, steel head and brace as well as panel tools.

Green formwork is the most productive formwork system particularly for big-span flat slab structure. Minimal numbers of workers are required to work in small team of 3 to 4 persons to erect the formwork system.

(iii) 443 units of self-climbing scaffolding and related accessories

The scaffolding is a self-climbing protecting screen with working platform and comes equipped with controlled, synchronized climbing mechanism designed to prevent workers and objects from falling when working at heights.

BCSB's total cost of the Construction Equipment amounts to RM61.26 million.

APPENDIX III – FURTHER INFORMATION ON THE ACQUISITION (CONT'D)

2. Basis and justification of the Purchase Consideration

The Purchase Consideration was arrived at, after negotiation on a willing-buyer and willing-seller basis, after taking into consideration of the following:-

- (i) The market value of the Construction Equipment as ascribed by Knight Frank Valuation Report. Based on the Valuation Report, the Independent Valuer has adopted the Depreciated Replacement Cost to arrive at the market value of RM35.80 million for the Construction Equipment (“**Market Value**”).

The Purchase Consideration represents a discount of RM0.80 million or approximately 2.23% to the Market Value.

The Depreciated Replacement Cost is the cost of replacing the assets as new including costs for installation, infrastructure and professional fees and allowing for depreciation of physical, functional and economic obsolescence.

- (ii) The rationale and benefits of the Acquisition as set out in Section 3 of Appendix III of this Abridged Prospectus.

3. Rationale for the Acquisition

Our Group’s construction business segment undertakes a wide-range of construction services with the focus on construction of high-rise residential and commercial buildings. Our Group’s construction business is currently the main revenue driver of our Group whereby it contributed RM184.82 million or approximately 98% of our Group’s revenue for the FYE 2023.

As part of the construction services, our Group undertakes civil and structural as well as building construction works. In this respect, the Construction Equipment are essential for our Group to carry out the related construction works as they are industrial building equipment used for our Group’s building structural works.

Notwithstanding our Group does have its own formwork systems and scaffolding equipment, it is not sufficient to cater for the usage of our Group’s on-going construction works. As such, our Group had engaged its sub-contractors to provide the requisite formwork systems and scaffolding system for the undertaking of our construction projects.

Our Company is of the view that the Acquisition provides a good opportunity for our Company to have ownership of the Construction Equipment, after taking into consideration the substantial growth in its construction order book, i.e. as at the LPD, the total outstanding order book of Binastra Group is approximately RM1.33 billion as well as such Construction Equipment being necessary to facilitate our Group in carrying out the construction works. The formwork system is one of the main industrial building techniques adopted by our Group in the construction of high-rise buildings and such technique is expected to reduce labour costs and shorten the construction period. This will allow our Group to be more competitive in securing additional construction awards moving forward.

The Acquisition will allow our Group to reduce reliance on external parties for the supply of the Construction Equipment such that our Group will have more flexibility in the coordination of deploying the Construction Equipment according to the project schedule. The increased flexibility will result in better time management as project implementation will not be hindered by unavailability of the Construction Equipment. Additionally, by owning the Construction Equipment, it is envisaged that our Group is able to reduce our construction costs as the sub-contractors have been charging margin on the provision of the equipment to our Group.

APPENDIX III – FURTHER INFORMATION ON THE ACQUISITION (CONT'D)**4. Mode of settlement**

The Purchase Consideration of RM35.00 million shall be settled in cash by BBSB to BCSB, being the vendor for the Construction Equipment.

5. Liabilities to be assumed

Save for the obligations and liabilities in and arising from and in connection with the SPA, there are no other liabilities, contingent liabilities or guarantees to be assumed by our Group pursuant to the Acquisition.

6. Additional financial commitments

Save for the Purchase Consideration in respect of the Acquisition, our Group does not expect to incur any additional material financial commitment to operate the Construction Equipment.

7. Status of the Acquisition

As at the LPD, all conditions precedent pursuant to the SPA have been met save for the completion of the Rights Issue, the status of which is as follows:-

Conditions precedent	Status of fulfilment
Binastra (being the holding company of the Purchaser) having obtained the approval of its shareholders at the EGM in accordance with the terms and conditions of the SPA and the Rights Issue	Met
Binastra (being the holding company of the Purchaser) having obtained the approval of Bursa Securities for the listing of and quotation for the Rights Shares on the official list of the Main Market of Bursa Securities	Met
Binastra (being the holding company of the Purchaser) having implemented and completed the Rights Issue (as evidenced by the listing and quotation of the Rights Shares on the Main Market of Bursa Securities)	To be met
The Purchaser being satisfied that the Construction Equipment shall be free from all liens, encumbrances and loan redemption liabilities whatsoever	Met
Binastra and/or the Purchaser having obtained the approval or consent of the financiers/creditors for the Acquisition in accordance with the terms and conditions of the SPA and the Rights Issue, if required	Met
Any other approvals, waivers or consents of any authorities or parties as may be required by law or regulation or deemed necessary by the parties having been obtained	None required

APPENDIX III – FURTHER INFORMATION ON THE ACQUISITION (CONT'D)

If any of the conditions precedents is not fulfilled or waived by the cut-off date, being the day falling 6 months after the date of the SPA, or such later date as the parties may mutually agree, either party may, at its sole discretion, terminate the SPA by notice in writing, and neither party shall thereafter have any claim against the other party, save in respect of any antecedent breach.

The SPA shall become unconditional on the date when all the conditions precedent in the SPA have been obtained/fulfilled/waived, as the case may be ("**Unconditional Date**").

8. Salient terms of the SPA

8.1 Sale and purchase of Construction Equipment

- (i) The Vendor shall sell and the Purchaser shall purchase the Construction Equipment, on an "as is where is basis", free from all liens, charges and encumbrances and with full legal and beneficial interest subject to the terms and conditions of the SPA.
- (ii) The legal and beneficial interest to and risk in the Construction Equipment shall pass to the Purchaser on the day falling 30 days after the Unconditional Date, or such other date mutually agreed on by the parties in writing on which the SPA shall be completed in accordance with its terms ("**Completion Date**").

8.2 Manner and payment of Purchase Consideration

- (i) The Purchase Consideration shall be RM35 million which was arrived at on a willing-buyer willing-seller basis.
- (ii) The Purchase Consideration shall be paid by the Purchaser to the Vendor in cash on the Completion Date.

8.3 Inspection

The Purchaser has a right to conduct an inspection on the Construction Equipment which are to be delivered to the Purchaser prior to the Completion Date.

8.4 Termination

(i) Purchaser's right to terminate

The Purchaser shall be entitled to issue a notice of termination to the Vendor at any time prior to the Completion Date if, at any time:-

- (a) the Vendor commits any continuing or material breach of any of its obligations under the SPA which:-
 - (1) is incapable of remedy; or
 - (2) if capable of remedy, is not remedied within 14 days of it being given notice so to do;
- (b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of the Vendor;

APPENDIX III – FURTHER INFORMATION ON THE ACQUISITION (CONT'D)

- (c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Vendor;
- (d) the Vendor becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors; or
- (e) any of the warranties given by the Vendor is found at any time to be untrue or inconsistent.

(ii) Vendor's right to terminate

The Vendor shall be entitled to issue a notice of termination to the Purchaser at any time prior to the Completion Date if, at any time:-

- (a) the Purchaser commits any continuing or material breach of any of its obligations under the SPA which:-
 - (1) is incapable of remedy; or
 - (2) if capable of remedy, is not remedied within 14 days of it being given notice so to do;
- (b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of the Purchaser;
- (c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Purchaser;
- (d) the Purchaser becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or make a general assignment for the benefit of its creditors; or
- (e) any of the warranties given by the Purchaser is found at any time to be untrue or inconsistent.

8.5 Completion

- (i) The Vendor shall on the Completion Date pursuant to the provisions of the SPA (to the extent applicable):-
 - (a) deliver to the Purchaser at such address in Malaysia to be specified by the Purchaser, all Construction Equipment; and
 - (b) complete and comply with all other obligations stipulated in the SPA which are due to be performed or complied with on the part of the Vendor at the cost and expenses of the Vendor on or before the Completion Date.

In exchange thereof, the Purchaser shall pay the Purchase Consideration.

- (ii) The Vendor acknowledges that on the Completion Date, the Purchaser will have full and unrestricted possession of the Construction Equipment.