

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has only perused this Circular on a limited review basis pursuant to the provision of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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**BINASAT COMMUNICATIONS BERHAD**

(Company No. 1222656-D)

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO:**

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The ordinary resolution in respect of the above proposal will be tabled at the Third Annual General Meeting (“3<sup>rd</sup> AGM”) of the Company to be held at Meeting Room 1, Level 3A, Vivatel Hotel, 85, Jalan Loke Yew, 55200 Kuala Lumpur on Friday, 29 November 2019 at 9.30 a.m. or any adjournment thereof. The Notice of the 3<sup>rd</sup> AGM together with the Form of Proxy are set out in the 2019 Annual Report of the Company and are despatched together with this Circular.

As a shareholder, you can appoint a proxy or proxies to attend, speak and vote on your behalf. You must complete and deposit the Form of Proxy at the Company’s Share Registrar’s office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not later than 48 hours before the time set for the 3<sup>rd</sup> AGM or any adjournment thereof. You are not precluded from attending and voting in person at the 3<sup>rd</sup> AGM should you wish to do so subsequent to the lodging of the Form of Proxy.

Last date and time for lodging the Form of Proxy : Wednesday, 27 November 2019, 9.30 a.m.

Date and time of the AGM : Friday, 29 November 2019, 9.30 a.m.

## DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“ARMC”	: Audit and Risk Management Committee
“Binasat” or “the Company”	: Binasat Communications Berhad (1222656-D)
“Binasat Group” or “Group”	: Binasat and its subsidiaries collectively
“Binasat Share(s)”	: Ordinary share(s) of Binasat
“Board”	: The Board of Directors of Binasat
“BSB”	: Binasat Sdn Bhd (516089-U)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“Circular”	: This circular to shareholders of Binasat dated 31 October 2019 in relation to the Proposed New Shareholders’ Mandate for RRPT of a Revenue or Trading Nature
“Director(s)”	<p>: has the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon-</p> <p>i) a director of the Company, its subsidiary or holding company; or</p> <p>ii) a chief executive of the Company, its subsidiary or holding company</p>
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
“LPD”	: 4 October 2019, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	<p>: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:</p> <p>(a) 10% or more of the total number of the voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company</p>

and for the purpose of this definition, “interest” hereinabove shall have the meaning of “interest in shares” provided in Section 8 of the Act.

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**DEFINITIONS (Cont'd)**

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For purposes of the Proposed New Shareholders' Mandate, a Major Shareholder, as defined above, shall include any person who is or was, within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company pursuant to the Listing Requirements.

“Person(s) Connected”	:	Shall have the same meaning given in Rule 1.01, Chapter 1 of the Listing Requirements
“Proposed New Shareholders' Mandate” or “Proposal”	:	Proposed new shareholders' mandate for RRPT as specified in Section 2.3 of this Circular to be entered into by Binasat Group
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	:	Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature which are necessary for the day-to-day operations of the Group and within the ordinary course of business of the Group entered into by the Group, which involves the interest, direct or indirect, of Related Parties
“Related Party or Parties”	:	Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s)
“SNSB”	:	Satellite NOC Sdn Bhd (1025540-P)

All references to “our Company” in this Circular are to Binasat Communications Berhad and reference to “our Group” are to our Company and subsidiaries collectively and references to “we”, “us”, “our”, and “ourselves” are to our Company, and save where the context otherwise requires, shall include our subsidiaries.

Words importing the singular shall, where applicable, include the plural and vice versa and words incorporating importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporation, unless otherwise specified.

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

All references to “you” in this Circular are to the shareholders of the Company.

For practical reasons, information disclosed in this Circular has been verified to be accurate as of LPD before the printing of this Circular, unless stated otherwise.

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**BINASAT COMMUNICATIONS BERHAD**

(Company No. 1222656-D)

(Incorporated in Malaysia)

**Registered Office:**

12<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan

31 October 2019

**Board of Directors:**

Tan Sri Datuk Cham Hak Lim

*(Independent Non-Executive Chairman)*

Mr Na Boon Aik

*(Managing Director)*

Encik Zulamran bin Hamat

*(Executive Director cum Chief Executive Officer)*

Mr Na Bon Tiam

*(Executive Director)*

Dato' Seow Thiam Fatt

*(Senior Independent Non-Executive Director)*

Dato' Tan Yee Boon

*(Independent Non-Executive Director)*

Datuk Lalla Nezha binti Mohd Khalil

*(Independent Non-Executive Director)*

**To: The Shareholders of Binasat**

Dear Sir/Madam

**PROPOSED NEW SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

On 8 October 2019, the Board of Binasat announced that the Company proposes to seek the approval from its shareholders for a Proposed New Shareholders' Mandate in relation to RRPT of a revenue or trading nature with the Related Parties in the ordinary course of business which are necessary for the Binasat Group's day-to-day operations.

The purpose of this Circular is to provide you with the relevant information on the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming 3<sup>rd</sup> AGM of Binasat as Special Business, the Notice of which is set out in the Annual Report of Binasat for the financial year ended 30 June 2019 accompanying this Circular.

**WE ADVISE YOU TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE ATTACHED APPENDICES BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING 3<sup>RD</sup> AGM OF BINASAT**

## **2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE**

### **2.1 Provisions under the Listing Requirements**

Pursuant to Rule 10.09 of the Listing Requirements, a listed company may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
  - (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the lower;

- (c) the issuance of a circular to shareholders by the Company for the shareholders' mandate incorporating the information as may be prescribed by Bursa Securities. The draft circular relating to obtaining shareholders' mandate for new RRPTs must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested director, interested Major Shareholder or person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPTs;
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement;

The Company wishes to seek a mandate from its shareholders to enter into the RRPT, details of which are set out in Section 2.3 of this Circular, provided such transactions are entered into on arm's length basis and on normal commercial terms that are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

## 2.2 Principal activities of the Group

The Company is principally engaged in investment holding. As at the LPD, the principal activities of its subsidiaries are as follows:

Company	Principal Activities	Effective ownership interest
BSB	Provision of support services for satellite, mobile and fibre optic telecommunications networks	100%
Binasat (Sabah) Sdn Bhd	Dormant	100%
SNSB	Provision of support services for satellite telecommunications network	70%

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

### 2.3 Details of RRPT contemplated under the Proposal

The classes of Related Parties and nature of the RRPT for which approval is now being sought in relation to the Proposed New Shareholders' Mandate for transactions to be entered between the transacting parties are as follows:-

Transacting Parties	Interested Directors, Major Shareholders and /or Person Connected to them	Nature of Transactions	Estimated value of RRPT to be entered into from the date of the forthcoming AGM to the next AGM* (RM)
BSB and SNSB	Zulamran bin Hamat <sup>(1)</sup> Na Boon Aik <sup>(2)</sup> Na Bon Tiam <sup>(3)</sup>	In setting up the teleport as disclosed in the Company's Prospectus dated 13 December 2017, BSB purchased satellite uplink and downlink network equipment ("Equipment") as well as high definition Digital Satellite News Fathering ("DSNG") equipment.  The Equipment and DSNG will be used by SNSB in their support services for satellite telecommunications network. SNSB will pay monthly rental to BSB for the use of the Equipment and DSNG.	1,000,000.00

**Note:-**

\* The estimated value of the RRPT during the validity period of mandate as set out the above are for the period from the conclusion of the forthcoming 3<sup>rd</sup> AGM of Binasat until the conclusion of the next AGM of Binasat and may vary and subject to change



**Notes:-**

- (1) Zulamram bin Hamat is an interested Director by virtue of his directorships, shareholdings in the Company and the Transacting Parties. Please refer to Section 2.8 of this Circular for details of his shareholding in the Company.

As at the LPD, the directorship and shareholding of Zulamran bin Hamat in the Transacting Parties are as follows:

	<-----Direct----->		<-----Indirect----->		Directorship
	No. of shares	%	No. of shares	%	
BSB	-	-	-	-	-
SNSB	150,000	30.00	-	-	√

- (2) Na Boon Aik is an interested Director by virtue of his directorships, shareholdings in the Company and the Transacting Parties. Please refer to Section 2.8 of this Circular for details of his shareholding in the Company.

As at the LPD, the directorships and shareholdings of Na Boon Aik in the Transacting Parties are as follows:

	<-----Direct----->		<-----Indirect----->		Directorship
	No. of shares	%	No. of shares	%	
BSB	-	-	1,000,000	100 <sup>^</sup>	√
SNSB	-	-	350,000	70 **	√

<sup>^</sup> Deemed interested pursuant to Section 8 of the Act

\*\* Deemed interested pursuant to Section 8 of the Act

- (3) Na Bon Tiam is an interested Director by virtue of his directorships, shareholdings in the Company and the Transacting Parties. Please refer to Section 2.8 of this Circular for details of his shareholding in the Company.

As at the LPD, the directorships and shareholdings of Na Bon Tiam in the Transacting Parties are as follows:

	<-----Direct----->		<-----Indirect----->		Directorship
	No. of shares	%	No. of shares	%	
BSB	-	-	1,000,000	100 <sup>^</sup>	√
SNSB	-	-	350,000	70 **	√

<sup>^</sup> Deemed interested pursuant to Section 8 of the Act

\*\* Deemed interested pursuant to Section 8 of the Act

## **2.4 Rationale and Benefits of the Proposed New Shareholders' Mandate**

The RRPT to be entered into by Binasat Group with Related Parties are in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. The transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval before entering into such RRPT.

The RRPT to be undertaken will be entered into at arm's length basis and on normal commercial term and on terms not more favourable to the Related Parties than those that generally available to the public, and are not to the detriment of the minority shareholders.

The approval of the Proposed New Shareholders' Mandate will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meetings from time to time to seek shareholders' approval as and when the need arises. Also, it would substantially reduce administrative time, inconvenience and expenses associated with the making of announcements and convening of such meetings, without compromising the corporate objectives of the Group and adversely affecting the business opportunities available to the Group.

## **2.5 Review Procedures**

The following are in place to ensure that any transactions entered into by the Binasat Group with Related Party, which are in the ordinary course of business of Binasat Group, are undertaken on transaction prices and on an arm's length basis and on normal commercial terms consistent with the Binasat Group's usual business practices and are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of our non-interested shareholders:

- (i) The Binasat Group will only enter into RRPT after taking into account the pricing, terms and other relevant factors. At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Binasat Group based on the usual business practices of Binasat Group to ensure that the RRPT is not detrimental to the Binasat Group.
- (ii) There are no specific thresholds for the approval of RRPT within the Group. All RRPT will be reviewed and approved by the Board with the recommendation from the ARMC prior to execution of contracts.
- (iii) Records will be maintained by the Company to capture all RRPTs entered into pursuant to the Proposed New Shareholders' Mandate to ensure that all relevant approvals have been obtained and review procedures in respect of such transactions are adhered to.
- (iv) The ARMC has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individual of committees within the Company as they deem appropriate.

- (v) Where any Director or person connected to him has an interest (direct or indirect) in any RRPT, he shall abstain from deliberation and voting on the matter. The said interested Director shall undertake that he/she will ensure that person connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting.
- (vi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to. Any divergence will be reported to the ARMC.

## **2.6 Statement by Audit and Risk Management Committee**

The ARMC has seen and reviewed the procedures as mentioned in Section 2.5 of this Circular and is of the view that the said procedures are sufficient to ensure that the RRPTs are undertaken on arm's length basis not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of Binasat.

The ARMC is of the view that Binasat Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

## **2.7 Validity Period of the Proposed New Shareholders' Mandate**

The Proposed New Shareholders' Mandate, if approved at the 3<sup>rd</sup> AGM, will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the 3<sup>rd</sup> AGM at which such ordinary resolution for the Proposed New Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the mandate is again renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

## **2.8 Interests of Directors and Major Shareholders**

Save as disclosed in this Circular and below, none of the Directors, Major Shareholders of Binasat and/or persons connected to them, have any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

- (i) Zulamaran bin Hamat, by virtue of his directorship and shareholding in the Company and by virtue of his directorship and shareholding in the Transacting Parties as detailed in the notes of Section 2.3 of this Circular;
- (ii) Na Boon Aik, by virtue of his directorship and shareholding in the Company and by virtue of his directorships and shareholdings in the Transacting Parties as detailed in the notes of Section 2.3 of this Circular; and
- (iii) Na Bon Tiam, by virtue of his directorship and shareholding in the Company and by virtue of his directorships and shareholdings in the Transacting Parties as detailed in the notes of Section 2.3 of this Circular.

The shareholdings of the interested Directors in our Company as at the LPD are as follows:

	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No. of shares	%
<u>Interested Directors / Major Shareholders</u>				
Zulamran bin Hamat	2,500,000	0.96	-	-
Na Boon Aik	73,436,751	28.25	-	-
Na Bon Tiam	67,010,451	25.77	-	-

Accordingly, the interested Directors have abstained and will continue to abstain from the Board's deliberations. Further, the interested Directors and interested Major Shareholders will abstain from voting in respect of their direct and/ indirect shareholdings in the Company, on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM.

In addition, the interested Directors and interested Major Shareholders have undertaken that they shall ensure that the person connected to them will abstain from voting in respect of their direct and indirect shareholdings in the Company on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM.

## 2.9 Directors' Recommendation

The Board (save for the interested Directors), having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of Binasat Group.

Accordingly, the Board (save for the interested Directors), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming 3<sup>rd</sup> AGM.

## 3. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to approval being obtained from the shareholders of the Company at the forthcoming 3<sup>rd</sup> AGM.

## 4. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is not expected to have any immediate material effect on the consolidated earnings, earnings per share, net assets per share and gearing of Binasat and its subsidiaries. The Proposed New Shareholders' Mandate will have no effect on the share capital and substantial shareholders' shareholdings of Binasat.

## 5. AGM

The ordinary resolution in respect of the Proposed New Shareholders' Mandate is set out as Special Business in the Notice of 3<sup>rd</sup> AGM contained in the Company's Annual Report 2019 for the financial year ended 30 June 2019, which is being sent to you together with this Circular. The 3<sup>rd</sup> AGM will be held at Meeting Room 1, Level 3A, Vivatel Hotel, 85, Jalan Loke Yew, 55200 Kuala Lumpur on Friday, 29 November 2019 at 9.30 a.m. or any adjournment thereof.

If you are unable to attend and vote in person at the forthcoming 3<sup>rd</sup> AGM, you should complete and return the Form of Proxy enclosed in the Annual Report 2019 in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Company's Share Registrar's office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than 48 hours before the time for holding the 3<sup>rd</sup> AGM or any adjournment thereof.

The completion and return of the Form of Proxy does not preclude you from attending and voting in person at the 3<sup>rd</sup> AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 3<sup>rd</sup> AGM.

**6. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix A for further information.

Yours faithfully  
For and on behalf of the Board of  
**BINASAT COMMUNICATIONS BERHAD**

**Tan Sri Datuk Cham Hak Lim**  
Independent Non-Executive Chairman

**FURTHER INFORMATION**

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of Binasat and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

Save for the disclosed below, there are no other material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within two (2) years immediately preceding the date of this Circular:

- (a) Sub-Lease Agreement dated 1 June 2018 between Technology Park Malaysia Corporation Sdn Bhd and the Company for the sub-leasing of a portion of land of approximately 1.60 acres (69,696 square feet) in Technology Park Malaysia Bukit Jalil for a total sublease consideration amounting to RM6,272,640.00; and
- (b) Supplemental Sub-Lease Agreement dated 11 September 2019 between Technology Park Malaysia Corporation Sdn Bhd and the Company for the sub-lease of additional land of 1.778 acres (77,476 square feet) adjoining the current plot of the Land with additional sublease consideration of RM6,972,840.00.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the LPD, the Binasat Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant or otherwise, and our Board is not aware of any proceedings, pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of the Binasat Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming AGM of the Company:

- a) the Constitution of Binasat;
- b) the audited financial statements of Binasat for the financial years ended 30 June 2018 and 30 June 2019 respectively; and
- c) the material contracts referred to in Section 2 above.



**BINASAT COMMUNICATIONS BERHAD**  
(Company No. 1222656-D)  
(Incorporated in Malaysia)

**EXTRACT OF NOTICE OF 3<sup>RD</sup> AGM**

**ORDINARY RESOLUTION 6**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

THAT approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in the Circular to Shareholders dated 31 October 2019 which are necessary for the Company's day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related party than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until:
  - (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting of the Company at which the Proposed New Shareholders' Mandate is approved, at which time it will lapse unless by a resolution passed at the Annual General Meeting the mandate is again renewed;
  - (b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier; and

- (iii) the disclosure of value of the Recurrent Transactions conducted pursuant to the Proposed New Shareholders' Mandate in the Annual Report of the Company based on the following information:
  - (a) the type of Recurrent Transactions entered into; and
  - (b) the name of the related party involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit.