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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.

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BINASAT COMMUNICATIONS BERHAD
Registration No. 201701008491 (1222656-D)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE**

The resolution in respect of the above proposal will be tabled as Special Business at the Eighth Annual General Meeting ("**8th AGM**") of Binasat Communications Berhad ("**the Company**") which will be held on Friday, 20 June 2025 at 10:00 a.m. or at any adjournment thereof at the Hextar Hall, Level 17, Hextar Centre, Hextar Tower, No. 8, Jalan Damansara, Empire City, PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan. The Notice of the 8th AGM, Form of Proxy, Administration Notes and this Circular are available on the Company's website at <https://www.binacom.com.my/investor-relations/>.

The notice of the 8th AGM and the Form of Proxy are set out in the Annual Report 2024. A member of the Company entitled to attend, participate and vote at the 8th AGM is entitled to appoint a proxy to attend, participate and vote on his behalf. The Form of Proxy should be completed in accordance with the instructions therein and deposit it to Poll Administrator's Office at Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan or email to binawin@binamg168.com not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude a shareholder from attending and voting in person at the 8th AGM should the shareholder subsequently wish to do so.

Last date and time for lodging the Form of Proxy:	18 June 2025 at 10:00 a.m.
Date and time of the 8 th AGM:	20 June 2025 at 10:00 a.m.

This Circular is dated 29 April 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendices:-

Act	:	The Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting of Binasat
Annual Report 2024	:	Annual Report of the Company for the financial year ended 31 December 2024
ARMC	:	Audit and Risk Management Committee
BDSB	:	Binasat Digital Sdn. Bhd. (Formerly known as Satellite NOC Sdn. Bhd.) [201201041062 (1025540-P)], a 70% subsidiary of the Company
Binasat or the Company	:	Binasat Communications Berhad [201701008491 (1222656-D)]
Binasat Group or Group	:	Binasat and its subsidiaries collectively (including all future subsidiaries which are to be incorporated before the next AGM) as defined in Section 4 of the Act
Binasat Share(s)	:	Ordinary share(s) of Binasat
Board	:	The Board of Directors of Binasat
BPSB	:	Binasat Properties Sdn. Bhd. [Formerly known as Binasat (Sabah) Sdn. Bhd.] [201401013082 (1089166-U)], a wholly owned subsidiary of the Company
BSB	:	Binasat Sdn. Bhd. [200001013483 (516089-U)], a wholly owned subsidiary of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
Circular	:	This Circular to shareholders of Binasat dated 29 April 2025 in relation to the Proposed Mandate
CLSSB	:	Complete Logistic Specialists Sdn. Bhd. [199701030089 (445588-V)]
Director(s)	:	Shall have the same 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 six (6) months of the date on which the terms of the transaction were agreed upon:- i) a Director of the Company, its subsidiary or holding company; or ii) a Chief Executive Officer of the Company, its subsidiary or holding company
EGM	:	Extraordinary General Meeting of Binasat
HCB	:	Hextar Capital Berhad [199401036979 (322661-W)]
HCB Group Companies	of	HCB's principal activities are investment holding, renting of buildings and provision of management services to its subsidiaries, and its subsidiaries/associates involved in manufacturing business, engineering services and trading business, telecommunication network infrastructure solutions business, power generation and transmission business, construction and project management business and money lending business (including all future subsidiaries which are to be incorporated before the AGM) as defined in Section 4 of the Act

DEFINITIONS (Cont'd)

- HGB** : Hextar Global Berhad [199001014551 (206220-U)]
- HGB Group Companies** **of** : HGB is an investment holding company with subsidiaries/associates involved in manufacturing and distribution of chemicals (including all future subsidiaries which are to be incorporated before the next AGM) as defined in Section 4 of the Act
- HHB** : Hextar Healthcare Berhad [199601000297 (372642-U)]
- HHB Group Companies** **of** : HHB is an investment holding company with subsidiaries/associates involved in business of manufacturing, trading and sale of household and industrial rubber gloves, In-Vitro Diagnostic medical devices, household items, kitchen items and personal protective products (including all future subsidiaries which are to be incorporated before the AGM) as defined in Section 4 of the Act
- HHSB** : Hextar Holdings Sdn. Bhd. [200601002945 (722692-V)]
- HHSB Group Companies** **of** : HHSB is an investment holding company with subsidiaries/associates involved in businesses of manufacturing, marketing and distribution of chemicals, pesticides, fertilizers, engineering, solar photovoltaic (PV), equipment rental and supplies (including all future subsidiaries which are to be incorporated before the AGM) as defined in Section 4 of the Act
- HIB** : Hextar Industries Berhad [201101044580 (972700-P)]
- HIB Group Companies** **of** : HIB is an investment holding company with subsidiaries/associates involved in the manufacturing and formulation of bulk blend, mixture and compound fertilisers, trading of various fertilisers, providing crop management solutions, manufacturing of quarry crusher screens and supplies a wide range of industrial products to the quarry industry, provision of outdoor equipment rental services, provision of engineering solutions including procurement, construction and commissioning services (EPCC) and provision of office supplies such as stationaries, paper, computers, printers and office furniture (including all future subsidiaries which are to be incorporated before the AGM) as defined in Section 4 of the Act
- HMSB** : Hextar Mitai Sdn. Bhd. [200801002378 (803662-D)]
- HRSB** : Hextar Rubber Sdn. Bhd. [200801012230 (813518-T)]
- HTSB** : Hextar Technologies Solutions Berhad [200501034100 (716241-X)]
- HTSB Group Companies** **of** : HTSB is an investment holding company with subsidiaries/associates involved in technology applications, logistics and trading (including all future subsidiaries which are to be incorporated before the next AGM) as defined in Section 4 of the Act
- Listing Requirements** : ACE Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
- LPD** : 17 April 2025, being the latest practicable date prior to the issuance of this Circular
- Major Shareholder** : A person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:-
- (a) equal to or more than 10% of the total number of the voting shares in the Company; or

- (b) equal to or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act

OVCSB	:	Opcom VC Sdn. Bhd. [202201021405 (1467102-V)]
Pacific Office	:	Pacific Office (M) Sdn. Bhd. [199501025186 (354391-M)]
Person(s) Connected	:	Shall have the same meaning given in Rule 1.01, Chapter 1 of the Listing Requirements
Proposed Mandate	:	Proposed renewal of existing shareholders’ mandate for recurrent related party transactions of a revenue and/or trading nature
Recurrent Related Party Transaction(s) or RRPTs	:	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 Transaction(s)	:	Transaction(s) entered into by Binasat Group which involve the interest, direct or indirect, of a Related Party
Related Party or Parties	:	Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
Reszon	:	Reszon Diagnostics International Sdn. Bhd. [201001033978 (917901-W)]
RM and sen	:	Ringgit Malaysia and sen, respectively
TKRSB	:	TK Rentals Sdn. Bhd. [201001000267 (884835-W)]

All references to “our Company” in this Circular are to Binasat and reference to “our Group” are to our Company and subsidiaries collectively. References to “we”, “us”, “our”, and “ourselves” are to our Group.

All references to “**you**” in this Circular are references to shareholders of Binasat.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment of re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the figures included in this Circular between the amount stated, actual figures and the totals thereof are due to rounding.

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APPENDIX A - FURTHER INFORMATION



BINASAT COMMUNICATIONS BERHAD
Registration No. 201701008491 (1222656-D)
(Incorporated in Malaysia)

Registered Office:

Level 5, Tower 8, Avenue 5,
Horizon 2, Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

29 April 2025

Board of Directors

Tan Sri Datuk Cham Hak Lim (*Independent Non-Executive Chairman*)
Ong Soon Lim (*Group Managing Director*)
Zulamran bin Hamat (*Executive Director cum Chief Executive Officer*)
Dato' Seow Thiam Fatt (*Senior Independent Non-Executive Director*)
Yeong Siew Lee (*Independent Non-Executive Director*)
Sharon Ng Saw Ean (*Independent Non-Executive Director*)
Teh Li King (*Non-Independent Non-Executive Director*)

To: Shareholders of Binasat

Dear Sir/Madam

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED MANDATE")

1. INTRODUCTION

At the Seventh AGM ("7th AGM") held on 28 June 2024 and an EGM held on 23 April 2025, the Company had obtained a general mandate from its shareholders for the Company and/or its subsidiaries to enter into RRPTs in the ordinary course of business of a revenue and/or trading nature which are necessary for the day-to-day operations based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detriment of the minority shareholders.

The said general mandate shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM unless approval for its renewal is obtained from shareholders of the Company at the forthcoming AGM.

On 23 April 2025, the Company announced to Bursa Securities of its intention to seek shareholders' approval for the Proposed Mandate at the forthcoming AGM.

The purpose of this Circular is to provide you with the relevant details of the Proposed Mandate and to seek your approval for the ordinary resolution in relation thereto to be tabled at the forthcoming AGM. The Notice of the AGM and the Form of Proxy are incorporated in the Annual Report 2024.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED MANDATE

2.1 Provisions under the Listing Requirements

Rule 10.08 of the Listing Requirements stipulates the obligation of a listed corporation in relation to Related Party Transaction. However, pursuant to Rule 10.09 and Guidance Note 8 of the Listing Requirements, a listed corporation may seek for shareholders' mandate from its shareholders for RRPTs, 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:-

"in relation to a listed corporation with a share capital RM60 million and above—
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,whichever is the higher";
- (c) a circular to shareholders is issued by the Company for the shareholders' mandate and shall include the information as may be prescribed by Bursa Securities.
- (d) in a meeting to obtain shareholders' mandate, the interested director, interested Major Shareholder or interested person connected with a Director and/or Major Shareholder; and where it involves the interest of an interested person connected to a director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the Company immediately announces to Bursa Securities when the actual value of the RRPTs entered into by the listed corporation exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Under the provision of the Listing Requirements, where the Company has obtained shareholders' mandate in respect of RRPTs, the provisions under Rule 10.08 of the Listing Requirements shall not apply during the validity period of the shareholders' mandate.

It is envisaged that in the normal course of the Binasat Group's businesses, transactions of a revenue and/or trading nature between companies in the Group and the Related Parties are likely to occur, and which are necessary for its day-to-day operations.

In this respect, the Directors propose to seek approval from shareholders on the Proposed Mandate as set out in Section 2.5 below, to enable the Company and/or its subsidiaries to enter into RRPTs with the classes of Related Parties as set out in Section 2.4 below.

2.2 Validity period for the Proposed Mandate

The Proposed Mandate, if approved by the shareholders of the Company, is subject to annual renewal and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company (i.e., 9th AGM), at which time the said authority will lapse, unless by an ordinary resolution passed at the 9th AGM, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is earlier.

Thereafter, the approval from the Shareholders of our Company will be sought for renewal of the Proposed Mandate for the RRPTs, as applicable, at each subsequent AGM of our Company.

2.3 Principal activities of the Group

Binasat's principal activities are investment holding, and the principal activities of the subsidiaries are as follows:-

Company	Principal Activities	Effective ownership interest
BSB	Provision of support services for satellite, mobile, fibre optic telecommunications networks and power transmission.	100%
BPSB	Investment Holding Company.	100%
BDSB	Provision of wholesale of telecommunication equipment and computer supplies, operating and consulting for satellite telecommunications networks (including planning, installation, software development, and networking services), provision of civil, mechanical, engineering, and electrical work, IT services, as well as communications software development, design, technical support, and the application of communication system designs for all types of software.	70%

2.4 Classes of Related Parties

The Proposed Mandate is necessary for Binasat Group's day to day operations and is in the ordinary course of business of Binasat Group.

The principal activities of the Related Parties are as follows:-

Related Parties	Principal Activities
CLSSB	Total logistic service provider.
HCB	Investment holding, renting of buildings and provision of management services to its subsidiaries.
HGB	Investment Holding Company.
HHB	Investment Holding Company.

HHSB	Investment Holding Company.
HIB	Investment Holding Company.
HMSB	Civil engineering contractor and other construction installation.
HTSB	Investment Holding Company.
Pacific Office	Distribution, retails and online sales of office equipment and supplies, personal protective equipment and supplies, stationery books, magazines and newspapers, rental and operational leasing of office equipment.
Reszon	Manufacturing and sale of In-Vitro Diagnostic (“IVD”) medical devices.
TKRSB	Business of renting, trading, repair and maintenance of mobile air conditioner, tent, event related equipment and tools, industrial battery and providing logistics and delivery services.

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2.5 Nature of RRPTs

The classes of Related Parties having interest in the RRPTs for which the shareholders' approval on the Proposed Mandate is sought in respect of transactions to be entered into by companies within Binasat Group are as follows:-

Transacting Party	Related Parties	Type/Nature of Transaction	Estimated aggregate value of transactions as disclosed in the preceding year's Circulars* (RM)	Actual value transacted from the date of the previous AGM up to LPD^ (RM)	Estimated aggregate value of transactions for the validity period of the Proposed Mandate * (RM)	Interested Related Parties
BSB (Seller)	BDSB (Purchaser)	Satellite uplink and downlink network equipment ("Equipment"), as well as high-definition Digital Satellite News Gathering ("DSNG") equipment owned by BSB were used by BDSB in their support services for satellite communications network. BDSB paid monthly rental to BSB for the use of the Equipment and DSNG.	10,000,000.00	-	10,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Zulamran bin Hamat ^(v)
BDSB (Seller)	BSB (Purchaser)	Provision of goods/services, e.g. but not limited to support services (such as engineering, operations and maintenance) for satellite telecommunications network.	20,000,000.00	-	20,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Zulamran bin Hamat ^(v)

Transacting Party	Related Parties	Type/Nature of Transaction	Estimated aggregate value of transactions as disclosed in the preceding year's Circulars* (RM)	Actual value transacted from the date of the previous AGM up to LPD^ (RM)	Estimated aggregate value of transactions for the validity period of the Proposed Mandate * (RM)	Interested Related Parties
Binasat Group (Purchaser)	HCB Group of Companies (Seller)	Purchase of goods/services from HCB Group of Companies e.g. but not limited to fiber optic cables, high density polyethylene tube and pipe, corrugated sub duct, smooth wall duct, fiber optic splice closure, box panel distribution, fiber wall socket, transformer oil and engineering services related to telecommunication network, fiber optic closure or fiber optic infrastructure.	5,000,000.00	2,011,422	5,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾
Binasat Group (Purchaser)	CLSSB (Seller)	Purchase of goods/services from CLSSB, e.g. but not limited to land transportation services.	1,000,000.00	-	1,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾
Binasat Group (Purchaser)	TKRSB (Seller)	Purchase of goods/services from TKRSB, e.g. but not limited to purchase of batteries.	2,000,000.00	-	2,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Teh Li King ^(iv) Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5

Transacting Party	Related Parties	Type/Nature of Transaction	Estimated aggregate value of transactions as disclosed in the preceding year's Circulars* (RM)	Actual value transacted from the date of the previous AGM up to LPD^ (RM)	Estimated aggregate value of transactions for the validity period of the Proposed Mandate * (RM)	Interested Related Parties
Binasat Group (Purchaser)	HGB Group of Companies (Seller)	Purchase of goods/services from HGB Group of Companies. e.g. but not limited to lubricant related additives.	5,000,000.00	-	5,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Teh Li King ^(iv) Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5
Binasat Group (Seller)	HHSB Group of Companies (Purchaser)	Supply of goods/services to HHSB Group of Companies. e.g. but not limited to engineering, consultation, maintenance and service management such as broadcasting services, solar PV system related maintenance and services.	5,000,000.00	-	5,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Teh Li King ^(iv) Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5

Transacting Party	Related Parties	Type/Nature of Transaction	Estimated aggregate value of transactions as disclosed in the preceding year's Circulars* (RM)	Actual value transacted from the date of the previous AGM up to LPD^ (RM)	Estimated aggregate value of transactions for the validity period of the Proposed Mandate * (RM)	Interested Related Parties
Binasat Group (Purchaser)	HTSB Group of Companies (Seller)	Purchase of goods/services from HTSB Group of Companies. e.g. but not limited to computer software and AI development-related work.	1,000,000.00	-	1,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾
Binasat Group (Purchaser)	Reszon (Seller)	Purchase of medical supplies related products, such as but not limited to medical devices (e.g., Blood pressure monitor, Mechanical Personal scale with Height measurement, blood glucose test, Blood glucose Test Strips etc) and test kits for various disease (e.g., COVID-19, dengue etc).	2,000,000.00	1,340,985	5,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5
Binasat Group (Purchaser)	Pacific Office (Seller)	Purchase of office supply such as but not limited to office stationeries (e.g., Masking tape, A4 Paper, File, stapler, staples, pen, pencil etc), pantry items and utilities (e.g., mineral water etc), and computer media items (printer ink etc).	300,000.00	8,632	300,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Teh Li King ^(iv) Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5

Transacting Party	Related Party	Type/Nature of Transaction	Estimated aggregate value of transactions as disclosed in the preceding year's Circulars* (RM)	Actual value transacted from the date of the previous AGM up to LPD^ (RM)	Estimated aggregate value of transactions for the validity period of the Proposed Mandate * (RM)	Interested Related Parties
Binasat Group (Purchaser)	HMSB (Seller)	Purchase of goods/services but not limited to civil engineering and related construction installation, project management services	50,000,000.00	-	50,000,000.00	OVCSB ⁽ⁱ⁾ HCB ⁽ⁱ⁾ Dato' Ong Choo Meng ⁽ⁱⁱ⁾ Ong Soon Lim ⁽ⁱⁱⁱ⁾ Teh Li King ^(iv) Persons connected with Interested Related Parties as mentioned in the notes of Section 2.5

Notes:-

- (i) *OVCSB is a Major Shareholder of the Company. OVCSB is wholly owned by HCB.*
- OVCSB and HCB are persons connected to Dato' Ong Choo Meng by virtue of his shareholdings in HCB. Accordingly, OVCSB and HCB are deemed interested in the Proposed Mandate.*
- (ii) *Dato' Ong Choo Meng is a Major Shareholder of the Company via his deemed interested in the Company, pursuant to Section 8(4) of the Act by virtue of his interests in HCB, the holding company of OVCSB.*
- Pacific Office and TKRSB are the wholly-owned subsidiaries of HIB, and HMSB is a 70% owned subsidiary of HIB. Dato' Ong Choo Meng holds directorship in HHSB and also deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in HIB held through HHSB, the major shareholder of HIB.*
- Reszon is a wholly owned subsidiary of HHB. Dato' Ong Choo Meng holds directorship in HRSB and is deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in HRSB, the Major Shareholder of HHB.*
- Dato' Ong Choo Meng is also the Major Shareholders of HGB and is deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in HGB held through HHSB, the major shareholder of HGB.*

HTSB is the holding company of CLSSB. Dato' Ong Choo Meng is the Executive Director and Major Shareholder of HTSB having direct and deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in HTSB held through Hextar Tech Sdn. Bhd., the Major Shareholder of HTSB and HHSB.

- (iii) *Ong Soon Lim, is holding directorship as Group Managing Director of Binasat Group, and the uncle of Dato' Ong Choo Meng. He has retired as Non-Independent Non-Executive Director of HCB effective from 26 February 2025.*
- (iv) *Teh Li King, is the Non-Independent Non-Executive Director of Binasat, as well as the Directors of TKRSB and HMSB. He is also deemed as a Person Connected to Dato' Ong Choo Meng as he is the Group Chief Operating Officer of HHSB Group of Companies. On 26 February 2025, he has retired as Non-Independent Non-Executive Director of HCB.*
- (v) *Zulamran bin Hamat is an interested Director by virtue of his directorships and shareholdings in Binasat and BDSB. Please refer to Section 2.12 of this Circular for details of his shareholding in Binasat.*

As at the LPD, the directorships and shareholdings of Zulamran bin Hamat in BDSB are as follows:-

	Direct		Indirect		Directorship
	No. of shares	%	No. of shares	%	
<i>BSB</i>	-	-	-	-	-
<i>BDSB</i>	300,000	30	-	-	√

Persons Connected:-

- a. *Dato' Ong Soon Ho holds directorship in HHSB, and act as Non-Independent and Non-Executive Vice Chairman of HGB. He is deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in both HIB and HGB held through HHSB, the major shareholders of HIB and HGB respectively. He is also the father of Dato' Ong Choo Meng, and the brother of Ong Soon Lim.*
- b. *Ong Tzu Chuen is holding directorship as Non-Independent Non-Executive Director of HIB and is deemed interested pursuant to Section 8(4) of the Act by virtue of her interests in HRSB, the Major Shareholder of HHB. She is also the daughter of Dato' Ong Soon Ho and sister of Dato' Ong Choo Meng.*
- * *The estimated values of RRPTs are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the RRPTs may be varied from the estimated value disclosed above and subject to changes.*
- ^ *The percentage ratio of the RRPTs transacted from the date of the previous AGM up to the date of the forthcoming AGM will not exceed 5%.*

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2.6 Amount due from and owing by Related Parties

As at the LPD, there were no amounts due and owing by the Related Parties pursuant to RRPTs which exceeded the credit terms.

2.7 Rationale and Benefit of the RRPTs

The RRPTs to be entered into by the Group are all in the ordinary course of business. They are recurring transactions of a revenue and/or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPTs. As such, the Board of the Binasat is seeking shareholders' mandate pursuant to Rule 10.09(2) of the Listing Requirements for the RRPTs described in Section 2.5 above to allow the Group to enter into such RRPTs. This would also reduce substantial administrative time, inconvenience and expenses of having to frequently convene separate general meetings for approval of each transaction while still maintaining the objective of keeping shareholders informed of the extent of RRPTs occurring within the Group.

The RRPTs entered by Binasat Group is synergistic to the activities of the Group and provides the Group with support to its operational and business needs at the best possible terms.

2.8 Review Procedures

The following methods and procedures are in place to ensure that any transactions entered into by Binasat Group with Related Parties, 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 RRPTs after taking into account the pricing, terms and other relevant factors. Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine if 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 RRPTs is not detrimental to the Binasat Group.
- (ii) There are no specific thresholds for the approval of RRPTs within the Group. All RRPTs will be reviewed by the ARMC of the Company on the quarterly basis and approved by the Board with the recommendation from the ARMC prior to execution of contracts.
- (iii) All types of RRPTs are carried out at arm's length and on the Binasat Group's normal commercial terms which are not more favourable to the related parties than those generally available to the public. These include transacting at prevailing market rates/prices of the products or services provider's usual commercial terms or otherwise in accordance with applicable industry norm.

- (iv) Records of RRPTs will be maintained by the Group and will be made available to the external auditors, internal auditors and ARMC for their review.
- (v) The Board and the ARMC will review the RRPTs on a quarterly basis, to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with.
- (vi) Where any Director or person connected to him has an interest (direct or indirect) in any RRPTs, he shall abstain from deliberation and voting on the matter. The said interested Director shall undertake that he will ensure that person connected with him abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting.
- (vii) 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.

2.9 Abstention from Voting

All members of the Board and ARMC who are directly and/or indirectly interested in any RRPTs shall have declared their interests in the RRPTs and abstain from deliberation and voting in respect of these transactions.

Categories of persons who will abstain from voting are as follows:-

- (a) Any interested Director(s);
- (b) Any interested Major Shareholder(s);
- (c) Any person(s) connected to the interested Director(s) or interested Major Shareholder(s); and
- (d) Any Director(s) or Major Shareholder(s) whose person(s) connected is/are interested in the RRPTs.

2.10 Disclosure in Annual Report

Disclosure will be made in the annual report of the Company in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:-

- (a) the type of the RRPTs made; and
- (b) the names of the Related Parties involved in each of the RRPTs made and their relationship with Binasat Group.

2.11 Statement by the ARMC

The ARMC has seen and reviewed the procedures as mentioned in Section 2.8 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 RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

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2.12 Directors' and Major Shareholders' Interests

The direct and indirect interests of the interested Directors, interested Major Shareholders and interested persons connected with them as at LPD, are as follows:-

	Direct Interest		Indirect Interest	
	No. of Binasat Shares	%	No. of Binasat Shares	%
<u>Interested Major Shareholders</u>				
OVCSB	96,222,021	22.53	-	-
Dato' Ong Choo Meng	-	-	96,222,021 ⁽¹⁾	22.53
HCB	-	-	96,222,021 ⁽²⁾	22.53
<u>Interested Directors</u>				
Zulamran bin Hamat	2,500,000	0.59	-	-
Ong Soon Lim	-	-	-	-
Teh Li King	-	-	-	-
<u>Persons Connected</u>				
Dato' Ong Soon Ho	-	-	-	-
Ong Tzu Chuen	-	-	-	-

Notes:-

- (1) *Deemed interested pursuant to Section 8(4) of the Act by virtue of his interests in HCB which in turn is the holding company of OVCSB, the major shareholder of the Company.*
- (2) *Deemed interested by virtue of its shareholding in OVCSB pursuant to Section 8(4) of the Act.*

Accordingly, the abovenamed Major Shareholders of the Group who are interested (directly or indirectly) in the Proposed Mandate shall abstain from voting in respect of their direct and indirect shareholdings in the Company, at the forthcoming AGM on the resolution to approve the Proposed Mandate.

The abovenamed Directors (namely, Zulamran bin Hamat, Ong Soon Lim and Teh Li King), being Directors who are interested in the Proposed Mandate have abstained and will continue to abstain from all deliberations and voting on the RRPTs involving them as stated in the Proposed Mandate at the relevant Board Meetings and/or shall also abstain from voting in respect of their direct and indirect shareholdings in the Company, at the forthcoming AGM on the resolution to approve the Proposed Mandate.

In addition, the abovenamed interested Directors and interested Major Shareholders have undertaken to ensure that the Persons Connected with them, will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, at the forthcoming AGM on the resolution to approve the Proposed Mandate involving their interests.

Save as disclosed above, none of the other Director, Major Shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Mandate.

2.13 Directors' Recommendation

The Board (save for the interested Directors as set out in Section 2.12 above) having considered all aspects of the Proposed Mandate, is of the opinion that the Proposed Mandate is in the best interest of the Company.

Accordingly, the Board (save for the interested Directors), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Mandate to be tabled at the forthcoming AGM.

3. APPROVAL REQUIRED

The Proposed Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened.

4. FINANCIAL EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate is administrative in nature and will not have any material effect on the share capital, shareholdings of the substantial shareholders, earnings per share, net assets per share and gearing of Binasat Group.

5. ANNUAL GENERAL MEETING

The resolution in respect of the Proposal is set out in the Notice of the 8th AGM contained in the Annual Report 2024 of the Company. The 8th AGM will be held on Friday, 20 June 2025 at 10:00 a.m. or at any adjournment thereof at Hextar Hall, Level 17, Hextar Centre, Hextar Tower, No. 8, Jalan Damansara, Empire City, PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, for the purpose of considering and, if thought fit, passing with or without modification the ordinary resolution pertaining to the Proposed Mandate.

If you are unable to attend and vote in person at the 8th AGM, you may complete and return the relevant Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Poll Administrator's office at Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan or email to binawin@binamg168.com not less than forty-eight (48) hours before the time for convening the forthcoming AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

6. FURTHER INFORMATION

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

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

ONG SOON LIM
Group Managing Director

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 given 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

Neither the Company nor its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND/OR ARBITRATION

Save as disclosed below, as at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board is not aware and do not have any knowledge of any proceeding pending or threatened against the Group or of any fact likely to give rise to any proceeding which may materially affect the financial position or business of the Group:-

(i) Kota Bharu High Court Civil Suit No.: DA-22C-1-05/2023 between BDSB and Kelantan ICT Gateway Sdn. Bhd. ("Kelantan ICT")

This dispute relates to the purported unlawful termination by Kelantan ICT of a contract with BDSB pertaining to the preparation and installation of internet satellites for a project known as "*Hab Digital Rakyat (HDR) Di Seluruh Negeri Kelantan*" ("**Project**").

On 16 May 2023, BDSB commenced this suit against Kelantan ICT claiming for among others, damages in the sum of RM1,237,027.72 for costs incurred in procuring materials and goods for the Project.

This matter has been fixed trial on 16-18 March 2026.

Solicitors for BDSB are of the view that BDSB may successfully claim reasonable costs incurred in preparation for the contract.

(ii) Shah Alam High Court Civil Appeal No.: BA-12ANCVC-66-11/2024 between BSB and TM Technology Services Sdn. Bhd. ("TM Tech")

This is an appeal by BSB against the Sessions Court's dismissal of BSB's application to set aside the judgment in default obtained by TM Tech against BSB ("**JID**").

Pursuant to the JID, BSB shall pay TM Tech the sum of RM873,091.60 ("**Judgment Sum**") together with interest at 5% per annum on the Judgment Sum from 12 March 2024 until full settlement, and cost of RM1,306.00.

The Judgment Sum pertains to TM Tech's claim against BSB for costs and expenses incurred in repairing the fibre optic cables and duct ways purportedly damaged by BSB.

This appeal was subsequently dismissed by the High Court on 4 March 2025 ("**High Court Decision**"). Following this, on 26 March 2025 BSB appealed to the Court of Appeal against the High Court Decision ("**COA Appeal**"). The Court of Appeal has yet to set a hearing date for the COA Appeal.

The Board believes that TM Tech's claim is unsubstantiated, and as a result, BSB has a potential chance of succeeding in the COA Appeal.

4 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur during normal business hours from 9.00 a.m. to 5.00 p.m. between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:-

- (a) the Constitution of Binasat;
- (b) the audited consolidated financial statements of Binasat for the past two (2) financial years ended 31 December 2023 and 31 December 2024 respectively; and
- (c) the relevant cause papers in relation to the material litigation, claims and arbitration as referred to in Section 3 above.

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