

# NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN THAT** the 5<sup>th</sup> Annual General Meeting (“AGM”) of Inta Bina Group Berhad will be **conducted fully virtual** at the Broadcast Venue to be held at Conference Room of Inta Bina Group Berhad, No. 13, 15 & 17 (1<sup>st</sup> Floor), Jalan SS 15/8A, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 June 2020 at 10.00 a.m. for the following purposes:

## AGENDA

### AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.   | <b>(Please refer to Explanatory Notes)</b>            |
| 2. | To approve the payment of Directors’ Fees for the financial year ended 31 December 2019.   | <b>RESOLUTION 1</b>                                   |
| 3. | To approve the payment of total Directors’ Benefit up to an amount of RM50,000 for the period from the conclusion of the 5 <sup>th</sup> AGM of the Company scheduled on 25 June 2020 until the following AGM of the Company in 2021.                  | <b>RESOLUTION 2</b>                                   |
| 4. | To re-elect the following Directors, who retire in accordance with Article 16.2 of the Company’s Constitution and being eligible, have offered themselves for re-election:<br>(i) Mr. Lim Ooi Joo<br>(ii) En. Ahmad bin Awi<br>(iii) Mr. Yap Yoon Kong | <b>RESOLUTION 3<br/>RESOLUTION 4<br/>RESOLUTION 5</b> |
| 5. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT (AF 0117) as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>RESOLUTION 6</b>                                   |

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions:

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| 6. | <b>ORDINARY RESOLUTION – AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b><br><br>“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.” | <b>RESOLUTION 7</b> |
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## 7. **ORDINARY RESOLUTION – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

### **RESOLUTION 8**

“THAT approval be and is hereby given to the Company and its subsidiary (“Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 27 May 2020, provided that:

- (a) such arrangements and/or transactions are necessary for the Group’s day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year in relation to:
  - (i) the related transacting parties and their respective relationship with the Company; and
  - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

- 8. To transact any other business for which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend and vote at the forthcoming AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 14.8 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”), to issue a General Meeting Record of Depositors as at 18 June 2020. Only a depositor whose name appears on the Record of Depositors as at 18 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

**SIEW SUET WEI (MAICSA 7011254)**

SSM Practicing Certificate No. 202008001690

**LIM YEN TENG (LS0010182)**

SSM Practicing Certificate No. 201908000028

Company Secretaries

Kuala Lumpur

Date: 27 May 2020

#### NOTES:

1. The meeting will be conducted on fully virtual basis through live streaming and online remote voting. Please follow the procedures as set out in Administrative Guide in order to register, participate and vote remotely.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue and in accordance with Article 14.3 of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the general meeting. No shareholders/ proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.
3. In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 June 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
4. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
5. Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
8. The duly completed and executed Proxy Form must be deposited at the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Or to email the Proxy Form to the Poll Administrator via email at [AGM-support.IBG@megacorp.com.my](mailto:AGM-support.IBG@megacorp.com.my) not later than **Tuesday, 23 June 2020 at 10.00 a.m.** Please refer to the Administrative Guide for further details.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

#### EXPLANATORY NOTES ON ORDINARY BUSINESS

1. **Audited Financial Statements for the financial year ended 31 December 2019**

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.
2. **Ordinary Resolution No. 1 & 2: Payment of Directors' Fees & Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for financial year ended 31 December 2019 and Benefits to the Non-Executive Directors ("NEDs") for the period from 25 June 2020 until the conclusion of the next AGM of the Company to be held in 2021. The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM remains the same.

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## 3. **Ordinary Resolution No. 3, 4 and 5: Re-election of Directors**

Article 16.2 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, three (3) out of eight (8) Directors are to retire in accordance with Article 16.2 of the Constitution.

The Board through its Nominating Committee had assessed each of the retiring Directors, and considered the following factors in determining their eligibility for re-election:

- (a) the required mix of skills and experience;
- (b) the character, knowledge, expertise, professionalism, integrity and time availability;
- (c) the ability to discharge such responsibilities and functions as expected as Director; and
- (d) attendance at Board and Committee Meetings

The profiles of the Directors standing for re-election are set out on pages 8 to 15 of the Annual Report 2019.

## 4. **Ordinary Resolution No. 6: Re-appointment of Auditors**

The Board and Audit Committee had at their respective meetings on 19 February 2020 recommended the re-appointment of Messrs Baker Tilly Monteiro Heng PLT for the financial year ending 31 December 2020. Messrs Baker Tilly Monteiro Heng PLT have met the criteria prescribed under the Paragraph 15.21 of the MMLR and indicated their willingness to continue their services for the next financial year.

## 5. **Ordinary Resolution No. 7: Authority under Sections 75 And 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had during its 4th AGM held on 28 May 2019 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company and this mandate had not being exercised by the Company.

The proposed Ordinary Resolution 7 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will give the Directors of the Company, the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors would consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

This mandate would provide the Company the flexibility to raise fund including but not limited to placing of shares to finance future projects, working capital and/or acquisitions without having to convene a general meeting.

## 6. **Ordinary Resolution No. 8: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will renew the authority for the Company and/or its subsidiary company to enter into recurrent related party transactions of a revenue or trading nature are undertaken in the ordinary course of business which are necessary for the day-today operations on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detrimental to the minority shareholders of the Company and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next general meeting. Please refer to the Circular to Shareholders dated 27 May 2020 which is despatched together with Annual Report 2019 for further information.

## **STATEMENT ACCOMPANYING NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING**

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There are no individuals who are standing for election as directors (excluding directors standing for a re-election)