



INTA BINA GROUP BERHAD
(Registration No.: 201501009545 (1134880-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Inta Bina Group Berhad ("**IBGB**" or the "**Company**") will be conducted on a fully virtual basis through remote participation and electronic voting from the Broadcast Venue to be held at Conference Room, No. 13, 15 & 17 (1st Floor), Jalan SS 15/8A, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Friday, 25 June 2021 at 4.00 p.m. or immediately after the conclusion or adjournment of the Company's 6th Annual General Meeting which will be held at the same venue on the same day at 3.00 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 147,196,225 FREE WARRANTS IN IBGB ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES IN IBGB ("IBGB SHARE(S)" OR "SHARE(S)") HELD ON THE ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD OF DIRECTORS OF IBGB ("BOARD") ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board to issue and allot up to 147,196,225 Warrants, at an exercise price of RM0.40 per Warrant, in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 1 Warrant for every 4 IBGB Shares held;

THAT the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("**Deed Poll**") with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new IBGB Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing IBGB Shares, save and except that the new IBGB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the exercise of Warrants;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in the circular to shareholders of the Company dated 10 June 2021 ("**Circular**"), and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF THE COMPANY'S EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF IBGB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS ("ESOS PERIOD"), FOR THE ELIGIBLE PERSONS ("PROPOSED ESOS")

"THAT subject to and conditional upon the approvals of all relevant regulatory authorities and/or parties being obtained for the Proposed ESOS (if required), including the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation for the new Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("**ESOS Option(s)**"), approval be and is hereby given for the Company to:-

- (a) establish, implement and administer the Proposed ESOS, in accordance with the bylaws of the Proposed ESOS ("**By-laws**"), a draft of which is set out in Appendix II of the Circular, to approve and adopt the By-laws and to give effect to the Proposed ESOS, with full power for the Board to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (b) make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing and quotation for the new IBGB Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (c) allot and issue such number of new IBGB Shares from time to time as may be required arising from the exercise of the ESOS Options, PROVIDED THAT the total number of new IBGB Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS, AND THAT the new IBGB Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment, issuance and full payment, rank equally in all respects with the existing IBGB Shares, save and except that the new IBGB Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new IBGB Shares. The new IBGB Shares will be subject to all provision in the Constitution of the Company and Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**");
- (d) modify and/or amend the Proposed ESOS and/or the By-laws from time to time as may be required/ permitted by the relevant authorities or deemed necessary by the relevant authorities or the Board or the committee appointed and authorised from time to time by the Board, responsible for implementing, allocating and administering the Proposed ESOS ("**ESOS Committee**"), provided that such modifications and/or amendments are permitted and effected in accordance with the provisions of the By-laws relating to modifications and/or amendments; and

- (e) do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any party(ies) as the Board may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-laws with full power for the Board to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient and in the best interest of the Company."

ORDINARY RESOLUTIONS 3 TO 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF IBGB

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the new IBGB Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Directors of IBGB, ESOS Options to subscribe for new IBGB Shares under the Proposed ESOS:-

(i)	Dr Lim Pang Kiam	Ordinary resolution 3
(ii)	Lim Ooi Joo	Ordinary resolution 4
(iii)	Teo Hock Choon	Ordinary resolution 5
(iv)	Ahmad bin Awi	Ordinary resolution 6
(v)	Chau Yik Mun	Ordinary resolution 7
(vi)	Yap Yoon Kong	Ordinary resolution 8
(vii)	Dato' Sia Thian Sang	Ordinary resolution 9
(viii)	Roshita binti Sahadan	Ordinary resolution 10

Provided always that:-

- (a) he/ she must not participate in the deliberation or discussions of his/ her own allocation;
- (b) the allocation to him/ her, who either individually or collectively, through persons connected with him/ her, holds 20% or more of the total number of issued shares of IBGB (excluding treasury shares, if any), must not exceed 10% of the total number of new IBGB Shares to be issued under the Proposed ESOS; and
- (c) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed ESOS, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

THAT at any one time during the ESOS Period, not more than 60% of the total number of ESOS Options available under the Proposed ESOS could be allocated, in aggregate to the executive Directors, non-executive Directors and senior management of IBGB and/or its subsidiary companies, other than subsidiary companies which are dormant, pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to allot and issue the corresponding number of new IBGB Shares arising from the exercise of the ESOS Options that may be granted to him/ her under the Proposed ESOS."

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
10 June 2021

Notes:

1. *The EGM 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 EGM to be present at the main venue and in accordance with Article 14.3 of the Company's Constitution which allows an EGM 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 EGM. 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 21 June 2021 (General Meeting Record of Depositors) shall be eligible to attend the EGM 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 EGM 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 office of the Poll Administrator, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.IBG@megacorp.com.my not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Please refer to the Administrative Guide for further information.*
9. *Pursuant to Paragraph 8.29A(1) of the Listing Requirements, voting at the EGM 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.*