

# Notice of 10th Annual General Meeting



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

**NOTICE IS HEREBY GIVEN THAT** the 10th Annual General Meeting ("AGM") of Inta Bina Group Berhad ("the Company") will be held at Topas Room, The Saujana Hotel, Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Selangor on **Friday, 23 May 2025** at **11.00 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 2024 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 amounting to RM500,000 for the financial year ended 31 December 2024.   | <b>ORDINARY RESOLUTION 1</b>               |
| 3. To approve the payment of Directors' Benefits up to an amount of RM50,000 for the financial year ending 31 December 2025 and up to the date of the 11th AGM of the Company. | <b>ORDINARY RESOLUTION 2</b>               |
| 4. To re-elect Lim Ooi Joo, who retires in accordance with Article 16.2 of the Company's Constitution and being eligible, have offered himself for re-election.                | <b>ORDINARY RESOLUTION 3</b>               |
| 5. To re-elect Dato' Leanne Koh Li Ann, who retires in accordance with Article 16.2 of the Company's Constitution and being eligible, have offered herself for re-election.    | <b>ORDINARY RESOLUTION 4</b>               |
| 6. To re-elect Au Foong Yee, who retires in accordance with Article 16.2 of the Company's Constitution and being eligible, have offered herself for re-election.               | <b>ORDINARY RESOLUTION 5</b>               |
| 7. 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>ORDINARY RESOLUTION 6</b>               |

### AS SPECIAL BUSINESS

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

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| 8. <b>RETENTION OF INDEPENDENT DIRECTORS IN ACCORDANCE WITH PRACTICE 5.3 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE</b>   |                              |
| (i) "THAT Dr. Lim Pang Kiam, who has served in the Company for more than 9 years be hereby retained as Independent Director and to hold office until the next annual general meeting."   | <b>ORDINARY RESOLUTION 7</b> |
| (ii) "THAT Yap Yoon Kong, who has served in the Company for more than 9 years be hereby retained as Independent Director and to hold office until the next annual general meeting."  | <b>ORDINARY RESOLUTION 8</b> |
| 9. <b>AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b>   |                              |
| "THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors of the Company may in their absolute discretion, deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; | <b>ORDINARY RESOLUTION 9</b> |
| THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation on Bursa Securities for the additional shares so issued;   |                              |
| AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."  |                              |

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## 10. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

### ORDINARY RESOLUTION 10

"THAT approval be and is hereby given to the Company and its subsidiaries ("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 Part A of the Circular to Shareholders dated 25 April 2025, 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."

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

BY ORDER OF THE BOARD

**SIEW SUET WEI (MAICSA 7011254)**

SSM Practicing Certificate No. 202008001690

Company Secretary

Kuala Lumpur

Date: 25 April 2025

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## NOTES:

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 May 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
2. 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.
3. 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.
4. 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.
5. 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.
6. The duly completed and executed Proxy Form must be deposited with our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, at the drop-in-box provided at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIH Online website at <https://tiah.online>, not less than 48 hours before the time stipulated for holding the meeting or any adjournment thereof.
7. 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 and to verify the results of the poll.
8. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data, which may include your name and mailing address, you hereby consent, agree, and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement, and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.

## EXPLANATORY NOTES ON ORDINARY BUSINESS

### 1. Audited Financial Statements for the financial year ended 31 December 2024

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 2024 and Directors' Benefits to the Non-Executive Directors ("NEDs") for the period from 23 May 2025 until the conclusion of the next AGM of the Company to be held in 2026. 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.

### 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.

The Board through its Nomination and Remuneration Committee had assessed and was satisfied with the performance of Lim Ooi Joo, Dato' Leanne Koh Li Ann and Au Foong Yee, after considering 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 in the Annual Report 2024.

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

The Board and Audit Committee had at their respective meetings on 28 February 2025 recommended the re-appointment of Messrs BakerTilly Monteiro Heng PLT for the financial year ending 31 December 2025. Messrs BakerTilly 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 Resolutions 7 and 8: Retention of Independent Directors in accordance with Practice 5.3 of the Malaysian Code on Corporate Governance ("MCCG")**

The Board, through its Nomination and Remuneration Committee, had considered the performance of Dr. Lim Pang Kiam and Yap Yoon Kong who have served as Independent Non-Executive Directors of a cumulative term of more than nine years.

The Board is satisfied that they have maintained their independence and recommends their continued service as Independent Non-Executive Directors of the Company respectively based on the following justifications:

- (i) They fulfilled the criteria under the definition of "Independent Directors" as stated in the Listing Requirements and are able to bring independent and objective judgement to the Board;
- (ii) They possess vast experience in their respective industries, which provides the Board with a diverse set of experience, expertise and independent judgement;
- (iii) They have an in-depth understanding of the Company's and its subsidiary's business operations;
- (iv) They have devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and
- (v) They have exercised due care during their tenure as Independent Non-Executive Directors, carrying out their duties in the best interest of the Company and its shareholders.

In accordance with Practice 5.3 of the Malaysian Code on Corporate Governance, the Company will adopt a two-tier voting process when seeking shareholders' approval for the proposed Ordinary Resolutions 7 and 8.

## **6. Ordinary Resolution No. 9: Authority under Sections 75 And 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The proposed Resolution 9 is intended to renew the authority granted to the Directors of the Company at the 9th AGM of the Company held on 28 May 2024 to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being ("General Mandate").

The authority to issue shares granted by the members at the 9th AGM of the Company had not been utilised and hence, no proceeds were raised therefrom. The approval of this General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future project(s), working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

On 27 February 2025, the Company announced that it proposes to undertake a private placement of up to 10% of the total number of issued shares in Inta Bina to third party investor(s) to be identified later, at an issue price to be determined and announced later. The Proposed Private Placement is undertaken with the intention to raise proceeds to finance the capital expenditure of the Group as well as ongoing and future construction and property development projects.

## **7. Ordinary Resolution No. 10: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 10, if passed, will renew the authority for the Company and/or its subsidiary companies 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-to-day 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 25 April 2025 which is despatched together with Annual Report 2024 for further information.

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## **STATEMENT ACCOMPANYING NOTICE OF 10TH ANNUAL GENERAL MEETING IN ACCORDANCE WITH 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)

## **STATEMENT RELATING TO GENERAL MANDATE FOR ISSUE OF SECURITIES IN ACCORDANCE WITH PARAGRAPH 6.03(3) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

The Company will seek the shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Proposed Ordinary Resolution 9 as stated in the Notice of the 10th AGM of the Company for details.