

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 adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has perused this Circular on a limited review basis prior to the issuance of this Circular pursuant to Paragraph 4.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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BINASTRA CORPORATION BERHAD

(formerly known as Comintel Corporation Bhd)

[Registration No. 200301027648 (630068-T)]

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED
SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE**

The resolutions in respect of the above proposal will be tabled under Special Business as Ordinary Resolutions at the Twenty-First (21st) Annual General Meeting (“**AGM**”) of Binastra Corporation Berhad (formerly known as Comintel Corporation Bhd) to be held fully virtual through live streaming and online participation and voting using Remote Participation and Voting (“**RPV**”) facilities via online meeting platform at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia as follows:-

Date and time of the AGM : Wednesday, 3 July 2024 at 11.00 a.m. or at any adjournment thereof

Last date and time for lodging of Form of Proxy : Monday, 1 July 2024 at 11.00 a.m.

The Notice of the AGM which sets out the resolutions to consider the abovementioned proposal together with the Form of Proxy relating thereto is contained within the Annual Report 2024 despatched together with this Circular. You are advised to refer to the Notice of the AGM and the Form of Proxy which are enclosed.

Please follow the procedures provided in the Administrative Guide (as enclosed in the Notice of the AGM) in order to register, participate and vote remotely.

As a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. The completed Form of Proxy should be lodged at our share registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than 48 hours before the time appointed for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

This Circular is dated 31 May 2024

DEFINITIONS

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

“Act”	: Companies Act 2016 as amended from time to time and any re-enactment thereof
"AESB"	: Aspire Estate Sdn Bhd
“AGM”	: Annual General Meeting
"AHSB"	: Arcadia Hospitality Sdn Bhd
“Audit Committee”	: Audit and Risk Management Committee of our Company
“BBSB”	: Binastra Builders Sdn Bhd (formerly known as Total Package Work Sdn Bhd), a wholly-owned subsidiary of our Company
“BConcrete”	: Binastra Concrete Sdn Bhd
“BConstruction”	: Binastra Construction (M) Sdn Bhd
“Binastra” or “Company”	: Binastra Corporation Berhad (formerly known as Comintel Corporation Bhd)
“Binastra Group” or “Group”	: Our Company and our subsidiaries (including all future subsidiaries to be acquired/incorporated by our Company before our next AGM, wherever applicable), collectively
“BLSB”	: Binastra Land Sdn Bhd
"BOMSB"	: Blue Ocean Maxim Sdn Bhd
"BPSB"	: Binastra Properties Sdn Bhd
“BRSB”	: BNK Resources Sdn Bhd
“BTrading”	: Binastra Trading Sdn Bhd
“Board”	: Board of Directors of our Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular to our shareholders dated 31 May 2024
“Constitution”	: Constitution of our Company
“DTHY”	: Dato’ Sri Tan How Yap, son of TN & LIU, brother of DTKS
“DTKS”	: Datuk Tan Kak Seng, son of TN and LIU, brother of DTHY

DEFINITIONS (cont'd)

“Director(s)”	: Has the meaning given in Section 2(1) of the Capital Market 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, a Director or Chief Executive Officer of the Company or any other company which is its subsidiary or holding company
“EGM”	: Extraordinary General Meeting held on 7 March 2024
"GPSB"	: Greentech Paramount Sdn Bhd
“Interested Related Parties”	: Related Parties who are deemed interested in the RRPTs
“JCSB”	: JT Conglomerate Sdn Bhd
“LDSB”	: Lofthill Development Sdn Bhd
“Listing Requirements”	: Bursa Securities Main Market Listing Requirements including any amendments thereto that may be made from time to time
“LIU”	: Liu Soh Yon, mother of DTKS and DTHY
“LPD”	: 2 May 2024, being the latest practicable date prior to the printing of this Circular
"LPSB"	: Lembaran Pertama Sdn Bhd
“LSH”	: Lee Seng Hang, brother of LSY
“LSY”	: Lee Seng Yong, brother of LSH
“Major Shareholder(s)”	<p>A person who has an interest or interests in one or more voting shares in Binastra and the number or aggregate number of those shares, is:</p> <ul style="list-style-type: none">(a) ten percent (10%) or more of the number of the voting shares in Binastra; or(b) five per cent (5%) or more of the number of the voting shares in Binastra where such person is the largest shareholder of Binastra. <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act</p> <p>Major Shareholder(s) shall include 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, a major shareholder of Binastra, or any other corporation which is its subsidiary or holding company</p>
"MRSB"	: Merit Residences Sdn Bhd
"MUDSB"	: MW Urban Development Sdn Bhd
"PCSB"	: Performance Consortium Sdn Bhd

DEFINITIONS (cont'd)

“Person(s) Connected”	: Such person(s) in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none">(a) a family member of the said Person;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person is the sole beneficiary;(c) a partner of the said Person;(d) a person or where the person is a body corporate, the body corporate or its directors who is/are accustomed or under an obligation, whether formal or informal to act in accordance with the directions, instructions or wishes of the said Person;(e) a person or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes of the said Person is accustomed or under an obligation, whether formal or informal to act;(f) a body corporate in which the said Person or persons connected with the said Person are entitled to exercise or control the exercise of, not less than twenty per cent (20%) of the votes attached to the voting shares in the body corporate; or(g) a body corporate which is a related corporation of the said Person.
“Proposed RRPT Mandate”	: The proposed renewal of the existing Shareholders’ Mandate for the RRPTs and the proposed new Shareholders’ Mandate for the RRPTs described in Section 2 of this Circular
"PSHSB"	: Pembinaan Serta Hebat Sdn Bhd
“Related Party(ies)”	: A Director or Major Shareholder or person connected with such Director or Major Shareholder
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“RRPT(s)”	: Recurrent related party transaction(s), transaction(s) entered into by our Group which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for the day-to-day operations and are in the ordinary course of business of our Group
“Share(s)” or “Binastra Share(s)”	: Ordinary share(s) in Binastra
“Shareholders’ Mandate	: A mandate from the shareholders of our Company pursuant to paragraph 10.09 of Chapter 10 of the Listing Requirements in relation to RRPTs
“TBSB”	: Totalbuildz Sdn Bhd
“TN”	: Tan Nge, father of DTKS and DTHY
"VMDSB"	: Vista Maxima Development Sdn Bhd
“YCS”	: Yap Chun Shiong, a director of BBSB

All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, are to our Group. All references to “you” in this Circular are references to the shareholders of our Company.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment 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 stated.

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TABLE OF CONTENTS

	Page
LETTER TO OUR SHAREHOLDERS CONTAINING:	
1. Introduction	1
2. Details of the Proposed RRPT Mandate	2
3. Benefits of the RRPTs and Rationale of the Proposed RRPT Mandate	11
4. Directors' and Major Shareholders' Interest	12
5. Effects of the Proposed RRPT Mandate	12
6. Approval Required	13
7. Directors' Recommendations	13
8. AGM	13
9. Further Information	13
APPENDICES	
Appendix A : Further Information	14



BINASTRA CORPORATION BERHAD
(formerly know as Comintel Corporation Bhd)
[Registration No. 200301027648 (630068-T)]
(Incorporated in Malaysia)

Registered Office:

802, 8th Floor, Block C
Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehsan

31 May 2024

The Board of Directors

Tan Sri Dato' Samshuri bin Arshad (*Independent Non-Executive Chairman*)
Datuk Tan Kak Seng (*Managing Director*)
Lee Seng Yong (*Executive Director*)
Teh Soon Hin (*Independent Non-Executive Director*)
Low Tuan Lee (*Independent Non-Executive Director*)
Tan Mai Yean (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

1. INTRODUCTION

At the 20th AGM of the Company held on 5 July 2023 and the EGM of the Company held on 7 March 2024, the shareholders, had inter-alia, granted mandates for Binastra Group to enter into RRPTs. The authority conferred by the Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, unless a renewal is obtained.

On 8 May 2024, our Company announced its intention to seek shareholders' approval for the Proposed RRPT Mandate which is necessary for our Group's day-to-day operations in connection with Paragraph 10.09 of the Listing Requirements.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS RELATING TO THE PROPOSED RRPT MANDATE TO BE TABLED AT THE FORTHCOMING AGM OF OUR COMPANY. THE NOTICE OF AGM TOGETHER WITH THE FORM OF PROXY ARE DESPATCHED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED RRPT MANDATE TO BE TABLED AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements and Practice Note No. 12, a listed issuer may seek a mandate from its shareholders for recurrent related party transactions 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 the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital which is RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated RRPT is RM1.0 million or more; or
 - (ii) any one of the percentage ratios of such aggregated RRPT is 1% or more,whichever is the higher;
- (c) the listed issuer to issue a circular to shareholders in relation to the shareholders' mandate and it must include the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, an Interested Related Party must not vote on the resolution in approving the transactions and ensuring that Persons Connected with them abstain from voting on the resolution approving the transactions; and
- (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 it must include the information as may be prescribed by Bursa Securities in its announcement.

The Proposed RRPT Mandate, if approved by our shareholders at our AGM, will take effect from the date of the passing of the ordinary resolutions relating thereto at the AGM and will continue to be in force until:

- (a) the conclusion of the next AGM of our Company, at which time it shall lapse, unless by ordinary resolutions passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of our 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
- (c) revoked or varied by resolutions passed by the shareholders of our Company in a general meeting;

whichever is the earlier.

The Board will seek your approval for the Proposed RRPT Mandate at the forthcoming AGM of our Company and at each subsequent AGM, subject to a satisfactory review by the Audit Committee of its continued application to RRPTs.

2.2 Principal Activities of our Group

Our Company is primarily an investment holding company. The principal activities of our subsidiary is as follows:

Name	Effective equity interest (%)	Principal activities
BBSB	100	General contractor which includes, but not limited to, provision of general building and construction works, project management, supply of building materials and property developer

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2.3 Classes of Related Parties

Details of the RRPTs including the classes of Related Parties with whom the RRPTs will be carried out and the nature of such transactions contemplated shall include those described below:

Transacting Parties	Interested Related Parties	Nature of Transactions	Estimated aggregate value during the validity period of the Proposed RRPT Mandate* (RM'000)	Estimated aggregate value as disclosed in the circulars to shareholders dated 31 May 2023 / 8 February 2024** (RM'000)	Actual value transacted from the date of the last AGM/EGM of the Company to LPD** (RM'000)
Binastra Group and BConstruction	DTKS ⁽¹⁾ JCSB ⁽²⁾ TN ⁽³⁾ LIU ⁽³⁾ BConstruction ⁽³⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation, secondment of staffs, renting of machineries and renting of premises ⁺ by BConstruction to Binastra Group and vice versa	500,000	500,000	126,210
Binastra Group and BConcrete	DTKS ⁽¹⁾ JCSB ⁽²⁾ TN ⁽³⁾ LIU ⁽³⁾ YCS ⁽⁴⁾ BConstruction ⁽³⁾ BConcrete ⁽³⁾	Supply of concrete and building materials by BConcrete to Binastra Group	100,000	100,000	40,953

Transacting Parties	Interested Related Parties	Nature of Transactions	Estimated aggregate value during the validity period of the Proposed RRPT Mandate* (RM'000)	Estimated aggregate value as disclosed in the circulars to shareholders dated 31 May 2023 / 8 February 2024** (RM'000)	Actual value transacted from the date of the last AGM/EGM of the Company to LPD** (RM'000)
Binastra Group and BTrading	DTKS ⁽¹⁾ JCSB ⁽²⁾ TN ⁽³⁾ LIU ⁽³⁾ DTHY ⁽³⁾ BConstruction ⁽³⁾ BLSB ⁽³⁾ BTrading ⁽³⁾	Supply of building materials by BTrading to Binastra Group	120,000	120,000	18,268
Binastra Group and BRSB	DTKS ⁽¹⁾ JCSB ⁽²⁾ TN ⁽³⁾ LIU ⁽³⁾ DTHY ⁽³⁾ BConstruction ⁽³⁾ BLSB ⁽³⁾ BTrading ⁽³⁾ BRSB ⁽³⁾	Supply of building materials by BRSB to Binastra Group	80,000	80,000	19,316
Binastra Group and LDSB ⁽⁵⁾	LSY ⁽⁷⁾ LDSB ⁽⁸⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by Binastra Group to LDSB	400,000	400,000	-

Details of the proposed new Shareholders' Mandate is as follows:-

Transacting Parties	Interested Related Parties	Nature of Transactions	Estimated aggregate value during the validity period of the proposed new Shareholders' Mandate* (RM'000)
Binastra Group and PSHSB ⁽³⁾	DTKS ⁽¹⁾ JCSB ⁽²⁾ PSHSB ⁽⁶⁾ GPSB ⁽⁵⁾ MUDSB ⁽⁵⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation, and renting of machineries by Binastra Group to PSHSB	800,000
Binastra Group and BOMSB ⁽³⁾	DTKS ⁽¹⁾ JCSB ⁽²⁾ BOMSB ⁽⁵⁾ LPSB ⁽⁵⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by Binastra Group to BOMSB	400,000
Binastra Group and MRSB ⁽³⁾	DTKS ⁽¹⁾ JCSB ⁽²⁾ MRSB ⁽⁵⁾ VMDSB ⁽⁵⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by Binastra Group to MRSB	250,000
Binastra Group and AHSB ⁽³⁾	DTKS ⁽¹⁾ JCSB ⁽²⁾ TN ⁽³⁾ LIU ⁽³⁾ AHSB ⁽³⁾ PCSB ⁽³⁾ BConstruction ⁽³⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by Binastra Group to AHSB	150,000

Transacting Parties	Interested Related Parties	Nature of Transactions	Estimated aggregate value during the validity period of the proposed new Shareholders' Mandate* (RM'000)
Binastra Group and AESB ⁽⁶⁾	DTKS ^{(1) (9)} JCSB ⁽²⁾ TN ^{(3) (9)} LIU ^{(3) (9)} AESB ⁽⁹⁾ BPSB ⁽⁹⁾ BConstruction ^{(3) (9)}	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by Binastra Group to AESB	350,000
Binastra Group and TBSB ⁽⁵⁾	LSY ⁽⁷⁾ LSH ⁽⁸⁾ TBSB ⁽⁸⁾	Provision of general building and construction works and other related services, which including but not limited to supply of building materials, formworks, plant and machineries and construction related materials, project management, provision of workers accommodation and renting of machineries by TBSB to Binastra Group and vice versa	80,000

Notes:

* The values are merely estimates for the period from the forthcoming AGM to the next AGM of our Company. The estimated value is based on the latest available information relating to the aforesaid transactions and historical trends and may vary.

** None of the actual value of the RRPTs has exceeded the estimated value by 10% or more.

+ Details of property is not available because there is no renting of premises entered / to be entered into between the related parties as at LPD.

The RRPTs that are contemplated under this Proposed RRPTs Mandate complied with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Items 3.1 and 3.2 of Practice Note No. 12 of the Listing Requirements.

Nature of relationship

The RRPTs involve the interests of the following Related Parties:-

- (1) DTKS is the Managing Director and Major Shareholder of our Company by virtue of his direct interests in our Company and his direct interests in JCSB. DTKS is also a Director of JCSB.
- (2) JCSB (a company solely owned by DTKS) is a Major Shareholder of our Company.
- (3) BConstruction is a company jointly owned by DTKS (64.69%), TN (32.32%) and LIU (2.99%). BTrading (40.00%), BConcrete (50.00%) and PCSB (60.00%) are associated companies/subsidiary of BConstruction whilst BRSB (20.00%) and AHSB (70.00%) are associated company and subsidiary of BTrading and PCSB, respectively. DTKS is a Director of BConstuction, BTrading, PCSB and AHSB. TN is a Director of BConstruction, BTrading and BRSB whilst LIU is a Director of BConstruction.

BTrading (40%) is also an associated company of BLSB, a company which LIU (37.76%), TN (41.70%) and DTHY (73.66%) have direct/indirect interests. TN and DTHY are Directors of BLSB.
- (4) YCS has 1.55% shareholding in the Company and 10.00% shareholding in BConcrete.
- (5) VMDSB (60.00%), LPSB (100.00%) and MUDSB (60.00%) are companies which DTKS has substantial interests. MRSB (35.00%) is an associated company of VMDSB, BOMSB (30.00%) is an associated company of LPSB whilst GPSB (26.00%) is an associated company of MUDSB. DTKS is a Director of LPSB, MUDSB and MRSB.
- (6) PSHSB (57.50%) is a subsidiary of GPSB, an associated company of MUDSB, which DTKS has substantial interest.
- (7) LSY is a substantial shareholder and a Director of our Company.
- (8) LDSB is a company directly owned by LSY, solely and TBSB (55.00%) is a company which LSY (55.00%) and LSH (5.00%) has direct substantial interest. LSY is also a sole Director of LDSB and TBSB.
- (9) Deemed interested by virtual of a development rights agreement entered into between BPSB, being the landowner, and AESB, being the developer. BPSB, a wholly owned subsidiary of BConstruction, is a company which DTKS, TN and LIU have indirect substantial interest via BConstruction and DTKS and TN are Directors of BPSB. DTKS, TN and LIU have no interest in AESB and they are not Directors of AESB.
- (10) Except as mentioned above, none of the shareholders/remaining shareholders of BTrading, BConcrete, PCSB, BRSB, AHSB, PCSB, VMDSB, MUDSB, BOMSB, MRSB, GPSB, PSHSB, TBSB and AESB are related party(ies) to Directors/Major Shareholder or person connected to the Directors/Major Shareholder of Bianstra Group.
- (11) The principal activities of the transacting interested Related Parties are:

Interest Related Parties	Principal Activities
BConstruction	Building contractor
BConcrete	Dealers and suppliers of ready-mix concrete, building materials and related businesses

Interest Related Parties	Principal Activities
BTrading	Trading of building materials and engineering products
BRSB	Agent and trader of building materials and hardwares
LDSB	Property development and investment
PSHSB	Property developer
BOMSB	Property development
MRSB	Buying, selling, developing, renting and operating of self-owned or leased real estate and properties
AHSB	To carry on the business of estate property, land and house agents and to purchase and sell for any persons freehold or other property, buildings or land or any share and interest therein
AESB	To carry on the business of housing developers and building contractors and to carry on the business of estate property, land and house agents and to purchase and sell for any persons freehold or other property buildings or land or any share and interest therein
TBSB	To carry on business of builders and contractors for construction work of any kind and for the demolition of any structure

2.4 The Nature of Transactions Contemplated under the Proposed RRPT Mandate

All the RRPTs covered by the Proposed RRPT Mandate are in the ordinary course of business at any time and with some degree of frequency.

(a) Estimated value of RRPTs

The estimated value of the RRPTs was arrived based on the forecast sales/purchases to be undertaken from the date of the AGM to the date of our next AGM and the actual value may therefore vary and is subject to change. The aggregate or actual value of these RRPTs may exceed the estimated amounts over the said period. In the event the actual value of these RRPTs exceeds the estimated value of the RRPTs by 10% or more, our Company will immediately announce to Bursa Securities the required information as prescribed by Bursa Securities in the said announcement.

(b) Amount due and owing by the Related Parties

There is no outstanding sum due and owing to our Company and/or Group by the Related Parties pursuant to the RRPTs which exceed the credit term as at the LPD.

2.5 Review Procedures for the RRPTs

Our Group has set up its internal control systems which cover, amongst other things, the following methods and procedures to ensure all RRPTs are undertaken on an arm's length basis, on normal commercial terms transaction prices and are on terms not more favourable to the Related Parties than those generally available to third parties or the public, and are not detrimental to the minority shareholders:

- (a) The management of the Company will regularly review its Group's structure, with a view to identifying companies and other entities which fall within the ambit of a Related Party and will inform all key personnel, head of departments and Directors accordingly;

- (b) The pricing for such transaction or contract is determined in accordance with the Group’s usual business practices and policies and consistent with the usual margins of the Group with unrelated parties;
- (c) The terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant or related factors;
- (d) Wherever feasible and practicable, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison 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;
- (e) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined in accordance with the Group’s usual business practices and policies, consistent with the usual margin of the Group for the same or substantially similar type of transactions made by the Group with unrelated third parties or otherwise in accordance with other applicable industry norm/considerations;
- (f) Records will be maintained by the Company to capture all RRPTs entered into and the bases upon which they are entered into;
- (g) Internal auditor shall incorporate a review of all RRPTs to ensure that the relevant approvals have been obtained and the procedures in respect of all such transactions are adhered to;
- (h) The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. Any member of the Board or of the Audit Committee having any interest, direct or indirect, in any RRPTs shall abstain from any decision making by the Board or the Audit Committee in respect of such transactions;
- (i) All RRPTs shall be tabled to the Audit Committee for review on quarterly basis. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to the transactions under review from independent sources or advisers, including obtaining valuations from independent professional valuers; and
- (j) The following are the approving authority (“**Approving Authority**”) and the thresholds for the approval of the RRPTs:-

(i) RRPT

RRPT Value	(1) First Approval	(2) Final Approval
Below RM500,000	Chief Financial Officer	Executive Director
RM500,000 and above and below 5% of the Group’s net assets based on the latest audited financial statements	Executive Director	(i) Audit Committee (ii) Board

(ii) Mandated RRPT

RRPT Value	(1) First Approval	(2) Final Approval
Within Mandated RRPT value	Chief Financial Officer	Executive Director
Above Mandated RRPT value	Executive Director	(i) Audit Committee (ii) Board

If a member of the Approving Authority has an interest in the RRPT, he/she shall abstain from the decision making. If all members of the relevant RRPT Approving Authority are conflicted or have interest in the Transaction, then the approval from the next higher Approving Authority shall be sought.

For avoidance of doubt, the Approving Authority in ascending order is: Chief Financial Officer, Executive Directors, Audit Committee and the Board.

2.6 Audit Committee Statement

Our Audit Committee has reviewed and considered the procedures mentioned in Section 2.5 above and is of the view that the said processes and procedures are:

- (a) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner and, if necessary, may request internal audit to review these processes and procedures; and
- (b) sufficient to ensure the RRPTs will be carried out on an arm's length basis and on commercial terms and on terms which are not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of our Company. These processes and procedures are reviewed by our Audit Committee quarterly.

3. BENEFITS OF THE RRPTS AND RATIONALE OF THE PROPOSED RRPT MANDATE

The RRPTs entered into by our Group with the Related Party are all conducted in the ordinary course of business and undertaken on terms that are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders. They are recurring transactions of 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. These transactions may be constrained by the time sensitive nature and confidentiality of such transactions and as such, it may be impractical to seek shareholders' approval on a case to case basis before entering into such related party transactions.

The Proposed RRPT Mandate would eliminate the need to make announcements to Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' approval as and when the RRPT occurs or arises. This would substantially reduce administrative time, inconvenience and resources associated with the convening of such meetings on an ad-hoc basis and allow manpower resources and time to be channelled towards attaining other corporate objectives. In addition, the Proposed RRPT Mandate allows the RRPTs to be carried out for the benefit of our Group without the interruption to our Group's operations and possible loss of business opportunities.

As such, our Company is seeking your approval for the Proposed RRPT Mandate pursuant to Paragraph 10.09(2) of the Listing Requirements to allow our Group to enter or continue to enter into the RRPTs as described in Section 2.3 above at the forthcoming AGM of our Company.

4. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

Save as disclosed below, none of our Directors, Major Shareholders and/or persons connected with the Directors and/or Major Shareholders, have any interest, either direct or indirect, in the Proposed RRPT Mandate.

Shareholdings of the interested Director, interested Major Shareholders and persons connected to them in the securities of our Company as at LPD are as follows: -

INTERESTED DIRECTORS/MAJOR SHAREHOLDERS	ORDINARY SHARES IN OUR COMPANY			
	DIRECT		INDIRECT	
	NO. OF SHARES	%	NO. OF SHARES	%
Interested Directors*:				
DTKS	55,000,000	12.15	231,057,870	51.06
LSY	36,780,650	8.13	-	-
YCS [^]	7,000,000	1.55	-	-
Interested Major Shareholders#:				
JCSB	231,057,870	51.06	-	-
DTKS	55,000,000	12.15	231,057,870	51.06
LSY	36,780,650	8.13	-	-
Persons Connected⁺:				
TN	-	-	-	-
LIU	-	-	-	-
DTHY	-	-	-	-
LSH	-	-	-	-

Notes: -

* Shareholding as per the Register of Directors' Shareholdings as at LPD.

Shareholding as per the Register of Substantial Shareholders' Shareholdings as at LPD.

+ Shareholding as per the Register of Depositors as at LPD.

[^] YCS is the Director of a wholly owned subsidiary of our Company, BBSB.

DTKS and LSY, being the interested Directors, have and will continue to abstain from Board deliberations and voting in relation to the Proposed RRPT Mandate. The interested Directors and the interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in Binastra, if any, on the Ordinary Resolution relating to the Proposed RRPT Mandate in which they are interested to be tabled at the forthcoming AGM of our Company or at any adjournment thereof. In addition, they have undertaken that they will ensure persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in Binastra, if any, on the Proposed RRPT Mandate in which they are interested at the said AGM or at any adjournment thereof.

5. EFFECTS OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will not have any effect on the share capital and substantial shareholders' shareholdings of our Company and is not expected to have material impact on the gearing of our Group.

However, the Proposed RRPT Mandate is expected to contribute positively to our Group's future earnings and net assets as and when the benefits of the RRPTs are realised.

6. APPROVAL REQUIRED

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

7. DIRECTORS' RECOMMENDATIONS

Our Board, save for the interested Directors, DTKS and LSY, (who have and will continue to abstain from deliberation and voting), having considered all aspects of the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is in the best interests of our Company. Accordingly, the Board (with the exception of the interested Directors, DTKS and LSY) recommends that the shareholders of our Company vote in favour of the resolutions pertaining to the Proposed RRPT Mandate to be tabled at the forthcoming AGM.

8. AGM

The Proposed RRPT Mandate will be tabled at the AGM of our Company to be held fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via online meeting platform at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on Wednesday, 3 July 2024, at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolutions pertaining to the Proposed RRPT Mandate.

If you are unable to attend and vote in person at the AGM, you may complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and to deposit it at the share registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur or via electronic means through Tricor Investor & Issuing House at <https://tiih.online> not less than 48 hours before the time set for holding the meeting or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the Appendices for further information.

Yours faithfully
for and on behalf of the Board of
BINASTRA CORPORATION BERHAD
(formerly known as Comintel Corporation Bhd)

TAN SRI DATO' SAMSHURI BIN ARSHAD
Independent Non-Executive Chairman

FURTHER INFORMATION

1. Directors' Responsibility Statement

This Circular has been seen and approved by the Directors of Binastra and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries, 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 as disclosed below, neither Binastra nor its subsidiary has entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of Binastra or its subsidiary) during the two (2) years preceding the date of this Circular:

- (i) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between the Company and JT Conglomerate Sdn Bhd, whereby JT Conglomerate Sdn Bhd will subscribe for 145,000,000 new ordinary shares in Binastra (“**Binastra Shares**”) at an issue price of RM0.08 per Binastra Share and 70,000,000 redeemable convertible preference shares in Binastra (“**RCPS**”) at an issue price of RM0.08 per RCPS, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (ii) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between the Company and Dato’ Sri Godwin Tan Pei Poh, whereby Dato’ Sri Godwin Tan Pei Poh will subscribe for 18,187,500 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (iii) Subscription agreement dated 7 January 2022 and supplemental agreement dated 1 June 2022 entered into between the Company and Ta Wee Dher, whereby Ta Wee Dher will subscribe for 18,187,500 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (iv) Subscription agreement dated 1 June 2022 entered into between the Company and Yankong Stainless Sdn Bhd whereby Yankong Stainless Sdn Bhd will subscribe for 18,742,500 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (v) Subscription agreement dated 1 June 2022 entered into between the Company and Tan Chyi Boon whereby Tan Chyi Boon will subscribe for 15,300,000 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;

- (vi) Subscription agreement dated 1 June 2022 entered into between the Company and Chow Hing Yaung whereby Chow Hing Yaung will subscribe for 13,541,250 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (vii) Subscription agreement dated 1 June 2022 entered into between the Company and Fong Yik Hon whereby Fong Yik Hon will subscribe for 13,541,250 new Binastra Shares at an issue price of RM0.08 per Binastra Share, to be satisfied in full via cash in accordance with the terms and conditions of the subscription agreement, which has been completed on 5 December 2022;
- (viii) Conditional sale and purchase agreement dated 6 December 2023 entered into between BBSB and BConstruction for the proposed acquisition of construction related equipment by BBSB from BConstruction for RM35,000,000 to be satisfied in full via cash, which has been completed on 14 May 2024; and
- (ix) Underwriting agreement dated 25 March 2024 executed by our Company and AmInvestment Bank Berhad for the renounceable rights issue of 45,250,000 rights share at RM0.80 per share (“Rights Share”) on the basis of 1 Rights Share for every 10 existing Binastra Shares held as at 5.00 p.m. on Tuesday, 9 April 2024, which has been completed on 14 May 2024.

3. Material Litigation

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as a plaintiff or defendant and the Directors have no knowledge of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

4. Documents Available for Inspection

Copies of the following documents will be available for inspection at the registered office of our Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:

- (a) our Company’s Constitution;
- (b) our Group’s audited financial statements for the past two (2) financial years ended 31 January 2023 and 2024; and
- (c) the material contracts as referred to in Section 2 of Appendix A of this Circular.

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