

**BINASAT COMMUNICATIONS BERHAD**

Registration No. 201701008491 (1222656-D)

(Incorporated in Malaysia)

**MINUTES OF THE SIXTH ANNUAL GENERAL MEETING (“6<sup>th</sup> AGM” OR “THE MEETING”) OF BINASAT COMMUNICATIONS BERHAD (“BINASAT” OR “THE COMPANY”) CONDUCTED FULLY VIRTUAL VIA THE ONLINE MEETING PLATFORM AT [HTTPS://WEB.VOTE2U.MY](https://web.vote2u.my) (DOMAIN REGISTRATION NO. WITH MYNIC: D6A471702) ON WEDNESDAY, 30 NOVEMBER 2022 AT 10.00 A.M.**

**PRESENT**

**Board of Directors**

^Tan Sri Datuk Cham Hak Lim – Independent Non-Executive Chairman

^Mr. Na Boon Aik – Managing Director

^Encik Zulamran bin Hamat – Executive Director cum Chief Executive Officer

^Dato’ Seow Thiam Fatt – Senior Independent Non-Executive Director

^Dato’ Tan Yee Boon – Independent Non-Executive Director

**By Invitation**

^Mr. Onn Kien Hoe – Representative of Messrs Crowe Malaysia PLT

^Ms. Eileen Lim – Representative of Messrs Ecovis Malaysia PLT

**In Attendance**

^Ms Janice Chan – Company Secretary

**Note:**

^Participated vide video conferencing

The list of shareholders, corporate representatives and proxies who participated in the fully virtual Meeting through online meeting platform via <https://web.vote2u.my> is set out in the Attendance Summary.

**1. CHAIRMAN**

Tan Sri Datuk Cham Hak Lim (“Tan Sri Chairman”), the Chairman of the Board of Directors, presided as Chairman of the Meeting. He extended a warm welcome to all members, proxies and invitees present at the 6<sup>th</sup> AGM of the Company. The Meeting was conducted fully virtual via online meeting platform using remote participation and voting (“RPV”) facilities at <https://web.vote2u.my> which was in compliance with Section 327 of the Companies Act 2016 and the provisions of the Constitution of the Company.

**2. QUORUM**

The Company Secretary confirmed the presence of a quorum in accordance with Clause 66 of the Company’s Constitution. With the requisite quorum being present, Tan Sri Chairman declared the Meeting duly convened.

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**3. NOTICE OF MEETING**

With the permission of the Meeting, the Notice of the 6<sup>th</sup> AGM having been circulated within the prescribed period, was taken as read.

**4. POLLING AND ADMINISTRATIVE GUIDE**

Tan Sri Chairman informed the Meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), all resolutions set out in the Notice of the 6<sup>th</sup> AGM must be voted by poll. Tan Sri Chairman thereafter demanded for a poll to be taken on all the resolutions set forth in the Notice of the 6<sup>th</sup> AGM pursuant to Clause 72 of the Constitution of the Company.

The Company had appointed Agmo Digital Solutions Sdn Bhd as Poll Administrator to conduct the poll voting electronically, and Aegis Communication Sdn Bhd as Independent Scrutineer to verify the poll results.

Tan Sri Chairman informed the Meeting that questions posed by the shareholders and proxies during the 6<sup>th</sup> AGM will be addressed after all the resolutions set out in the Notice of 6<sup>th</sup> AGM had been tabled.

Shareholders and proxies were further informed that voting on the resolutions could be done at any time throughout the meeting until the closure of the voting session. The video presentation on the voting procedures was shared by the Poll Administrator.

**5. PRESENTATION BY EXECUTIVE DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY**

At the invitation of Tan Sri Chairman, Encik Zulamran bin Hamat (“**Encik Zulamran**”), the Executive Director cum Chief Executive Officer of the Company made a brief presentation on the overview of the Group’s business operation for the financial year ended 30 June 2022 which covered the following as per Annexure A:-

- Financial Result FYE 30 June 2022
- Operations Review and Prospects
  - Satellite
  - Mobile
  - Fiber
  - Power & Solar

**ORDINARY BUSINESS****6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Tan Sri Chairman informed the Meeting that the first item on the Agenda was to receive the Company's Audited Financial Statements for the financial year ended 30 June 2022 ("AFS 2022") together with the Directors' and Auditors' Reports thereon.

Tan Sri Chairman informed that the AFS 2022 was meant for discussion only and did not require shareholders' approval. Hence, the first item on the Agenda would not be put forward for voting.

It was recorded that the AFS 2022 had been duly tabled and received by the shareholders.

**7. ORDINARY RESOLUTION 1  
DIRECTORS' FEES**

Ordinary Resolution 1 was to seek shareholders' approval on the payment of Directors' Fees to the Non-Executive Directors of the Company up to an aggregate amount of Ringgit Malaysia Two Hundred and Twenty-Eight Thousand (RM228,000.00) for the financial year ending 30 June 2023. The Meeting was informed that the interested Directors would abstain from voting on this resolution.

**8. ORDINARY RESOLUTION 2  
RE-ELECTION OF DIRECTOR – DATO' SEOW THIAM FATT**

Ordinary Resolution 2 was on the re-election of Dato' Seow Thiam Fatt who retired by rotation in accordance with Clause 96 of the Constitution of the Company and being eligible, has offered himself for re-election.

The Chairman informed that Dato' Tan Yee Boon, who retired by rotation in accordance with Clause 96 of the Constitution of the Company, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 6<sup>th</sup> AGM and will subsequently cease as the Chairman of the Nomination Committee, Chairman of the Remuneration Committee, and member of the Audit and Risk Management Committee.

On behalf of the Board, the Chairman recorded his appreciation to Dato' Tan Yee Boon for his contribution to the Group during his tenure as a director of the Company.

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**9. ORDINARY RESOLUTION 3**

**APPOINTMENT OF MESSRS ECOVIS MALAYSIA PLT AS AUDITORS OF THE COMPANY**

Ordinary Resolution 3 was on the appointment of Messrs Ecovis Malaysia PLT, who has consented to act as Auditors of the Company, in place of retiring Auditors, Messrs Crowe Malaysia PLT, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS**

**10. SPECIAL RESOLUTION**

**WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016**

The next item under Special Business of the Agenda was to consider and approve Special Resolution in respect of the waiver of pre-emptive rights under Section 85 of the Companies Act 2016. The Meeting was informed that this Special Resolution if passed, would allow the Directors to issue new shares to any person under the mandate to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016, without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

**11. ORDINARY RESOLUTION 4**

**AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

Ordinary Resolution 4 was to seek shareholders' approval for the Directors to issue and allot new shares not exceeding 10% of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016. This mandate if passed, will provide flexibility to the Company and empower the Directors to issue and allot new shares speedily for the purpose of funding future investment projects, working capital or strategic development.

**12. ORDINARY RESOLUTION 5**

**PROPOSED OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

Ordinary Resolution 5 was to seek shareholders' approval on the proposed authority for the Company to purchase its own ordinary shares not exceeding 10% of the total number of issued shares of the Company at any point in time of purchase. The details and rationale for the share buy-back authority are set out in Part A of the Circular to Shareholders dated 28 October 2022.

### **13. ORDINARY RESOLUTION 6**

#### **PROPOSED RENEWAL OF SHAREHOLDERS MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”)**

Ordinary Resolution 6 was to seek shareholders’ approval on the proposed renewal of shareholders’ mandate for RRPT for the Group to enter into RRPT with related parties. The interested Directors, interested major shareholders, persons connected with these Directors and the persons connected with these major shareholders will abstain from voting on this resolution.

### **14. QUESTIONS AND ANSWERS SESSION**

Having concluded the agenda of the Meeting, Tan Sri Chairman proceeded with the Questions and Answers session. He invited Encik Zulamran to address questions posted by shareholders during the 6<sup>th</sup> AGM via the Question box.

Encik Zulamran informed that all the questions received were related to the request for e-voucher, Touch and Go e-wallet token to shareholders who attended the virtual AGM. He expressed his appreciation to shareholders for their continuous support to the Company. Encik Zulamran indicated that as stated in the Administrative Guide to shareholders circulated on 28 October 2022, there would be no distribution of door gifts, e-vouchers or food vouchers to shareholders who participated in the Company’s AGM.

### **15. POLL VOTING**

After having addressed the questions raised, Tan Sri Chairman informed that the Company had not received any notice of any other business for this Meeting. Tan Sri Chairman reminded the shareholders and proxies to cast their vote if they have not submitted earlier and announced that the voting session be closed in ten (10) minutes. Tan Sri Chairman placed on record that several shareholders have appointed him to be their proxy and he will vote accordingly to their instruction.

At 10.35 a.m., Tan Sri Chairman declared the voting session closed, and the meeting adjourned for the votes to be tabulated by the Poll Administrator and verified by the Scrutineers.

### **16. ANNOUNCEMENT OF POLL RESULTS**

Tan Sri Chairman then called the Meeting to order at 10.45 a.m. for declaration of the poll results. The poll results were displayed on the screen. Based on the poll results, the Chairman declared that all the resolutions tabled at this Meeting were carried.

The results of the poll voting were as follows:-

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Ordinary Resolution 1	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To approve the increase of Directors' Fees for the financial year ending 30 June 2023 and further to approve the payment of Directors' Fees to the Non-Executive Directors of the Company up to an aggregate amount of RM228,000.00 for the financial year ending 30 June 2023	129,256,253	99.8249	226,705	0.1751

It was **RESOLVED:-**

That the increase of Directors' Fees and the payment of Directors' fees to the Non-Executive Directors of the Company up to an aggregate amount of RM228,000.00 for the financial year ending 30 June 2023 be and is hereby approved.

Ordinary Resolution 2	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To re-elect Dato' Seow Thiam Fatt who retires by rotation in accordance with Clause 96 of the Constitution of the Company	129,478,453	99.9965	4,505	0.0035

It was **RESOLVED:-**

That Dato' Seow Thiam Fatt who retired pursuant to Clause 96 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To appoint Messrs Ecovis Malaysia PLT as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia PLT and to authorise the Directors to fix their remuneration	129,858,453	99.9965	4,505	0.0035

It was **RESOLVED:-**

That Messrs Ecovis Malaysia PLT be and is hereby appointed as Auditors of the Company for the ensuing year in place of retiring Auditors, Messrs Crowe Malaysia PLT and that the Directors be authorised to fix their remuneration.

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Special Resolution	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016	129,858,453	99.9965	4,505	0.0035

It was **RESOLVED:-**

THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 (“**the Act**”), read together with Clause 14 of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 4 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.

Ordinary Resolution 4	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016	129,879,353	99.9972	3,605	0.0028

It was **RESOLVED:-**

THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“**the Act**”) and pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“**New Shares**”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“**Proposed General Mandate**”).

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THAT such approval on the Proposed General Mandate shall continue to be in force until:-

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

Ordinary Resolution 5	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Proposed Authority for the Company to purchase its own Ordinary Shares	129,882,853	99.9999	105	0.0001

It was **RESOLVED:-**

THAT subject to the provisions of the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares of the Company (“**Binasat Shares**”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

- (i) the maximum aggregate number of Binasat Shares, which may be purchased and/or held as treasury shares by the Company, shall not exceed 10% of the total number of issued shares of the Company at any point in time subject to compliance with the provision of the Act, the Company’s Constitution, the ACE Market Listing Requirements of Bursa Securities and/or any other relevant authorities;



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- (ii) the maximum amount of funds to be allocated by the Company for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- (iii) the authority conferred by this resolution shall be effective immediately upon the passing of this resolution and shall continue to be in force until:
  - (a) the conclusion of the next AGM of the Company, at which time the said authority will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;
  - (b) the expiration of the period which the next AGM of the Company is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders at a general meeting of the Company,

whichever occurs first.

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be authorised to deal with the Binasat Shares purchased under the Proposed Share Buy-Back Authority, at their discretion, in the following manner:

- (i) cancel the purchased Binasat Shares;
- (ii) retain the purchased Binasat Shares as treasury shares;
- (iii) retain part of the purchased Binasat Shares as treasury shares and cancel the remainder of the purchased Binasat Shares;
- (iv) distribute the purchased Binasat Shares as dividends to shareholders;
- (v) resell the purchased Binasat Shares or any of the purchased Binasat Shares in accordance with the ACE Market Listing Requirements of Bursa Securities;
- (vi) transfer the purchased Binasat Shares or any of the purchased Binasat Shares for the purpose of or under an employees' share scheme;
- (vii) transfer the purchased Binasat Shares or any of the purchased Binasat Shares as purchase consideration;
- (viii) cancel the purchased Binasat Shares or any of the purchased Binasat Shares; and/or
- (ix) sell, transfer or otherwise use the purchased Binasat Shares for such other purposes as allowed by the Act.

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AND THAT the Directors of the Company, be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/ or arrangement with any person, and with full power to assent to any condition, modification, variation and/ or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/ or as may be required in the best interest of the Company and to take all such steps as they may deem fit, necessary and expedient in the best interest of the Company to implement and give full effect to the Proposed Buy-Back Authority.

Ordinary Resolution 6	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	53,446,102	99.9998	105	0.0002

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 with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 28 October 2022, 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 of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM, the authority is renewed; or

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- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

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.

**CONCLUSION**

The Chairman expressed his appreciation to all participants of the AGM. There being no other business to be transacted, the Chairman declared the 6<sup>th</sup> AGM closed at 10.50 a.m.



# **6<sup>th</sup> ANNUAL GENERAL MEETING OF BINASAT COMMUNICATIONS BERHAD**

**30 November 2022**



# AGM presentation

30 November 2022



## Financial Result FYE 30 June 2022

- Revenue increased by RM29.6 million (or 55.1%) compared to preceding year.
- Gross profit increased by RM5.34 million (or 44.17%).
- Net profit increased by RM2.4 million (or 102.0%) from RM2.38 million in FYE2021 to RM4.80 million in FYE2022.
- The increase in profit was mainly contributed by:-
  - Civil and mechanical & engineering works;
  - Recurring income from the owned teleport service; and
  - Revenue on transmission and distribution network facility service and EPCC of solar farm facilities contributed by new acquisition of subsidiary.



## Financial Result FYE 30 June 2022

- Total assets have increased from RM117.15 million in FYE2021 to RM166.81 million in FYE2022, representing a YoY increase of RM49.66 million or 42.39%, which was largely due to the goodwill arises from the acquisition of new subsidiary during the financial year.
- Earnings per share: 1.37 sen (FYE2021: 0.86 sen)
- Net assets per share: 32.61 sen (FYE2021: 30.74 sen)
- Gearing ratio (times): 0.16 (FYE2021: 0.23)

# Operations Review and Prospects

## Satellite

- Satellite teleport C-band gateway completed in July 2022 with secured contract that commenced concurrently.
- The Group is now focusing on expanding satellite operations by targeting the maritime and oil and gas industries.



# Operations Review and Prospects

## Mobile

- During the financial year, the Group has been appointed as:-
  - Ericsson's Approved Supplier & Partner ("ASP") and expects to benefit from the nationwide rollout of 5G to accelerate the deployment of nationwide 5G network and ecosystem by Digital Nasional Berhad ("DNB");
  - main TI Engineering sub-contractors;
  - ASP for upgrading 4G network capacity via Huawei Malaysia.
- In August 2021, the Group was awarded by DBKL as one of the NFP panel to build 5G Tower over the 5 years. As of November 2022, there are 2 towers been completed and started to generate income.

# Operations Review and Prospects

## Fiber

- In February 2022, the Group has participated in Phase 1 of a new fiber infrastructure project.
- The Group will continue involve in tendering for Phase 2 project.
- During the financial year, the Group has invested in another 3 HDD machines to accommodate the strong demand for fiberisation by the telecommunication operators.
- Management plans to build-up more in-house teams, with the capacity advantage, the Group can enhance operational efficiency as well as to reduce dependency on external subcontractors.

# Operations Review and Prospects

## Power & solar

- The Group has secured projects for installation, testing and commissioning of cables at Power Distribution Network Division office.
- In 2<sup>nd</sup> half year of 2022, the Group also managed to secure a new contract for power cable relocation namely, Rapid Transit System Link (“RTS Link”) between Johor Bahru and Singapore, which approximately amounting to RM10 million, estimated to complete in 2<sup>nd</sup> half year of 2023.



**Thank you**