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.

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INNITY CORPORATION BERHAD

(Company No. 200701006554)(764555-D)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

The Annual General Meeting ("AGM") of Innity Corporation Berhad is scheduled for Friday, 4 December 2026 at 9.30 a.m., at Ballroom V, Main Wing, Jalan Club Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan. The Notice of AGM, Form of Proxy, Administrative Guide and this Circular will be made available at https://investor.innity.com/ and on Bursa Malaysia's website.

If you are unable to attend or vote at the AGM, you may appoint proxy(ies) in accordance with the instructions in the Form of Proxy and Administrative Guide. Submit forms to Vistra Investor & Issuing House Services Sdn Bhd or electronically at https://srmy.vistra.com, not less than forty-eight (48) hours before the AGM or any adjournment thereof.

Lodgement of the Form of Proxy will not preclude you from attending and voting at the AGM should you subsequently wish to do so.

Last date and time to lodge the Form of Proxy	:	Wednesday, 2 December 2026 at 9.30 a.m.
Date and time of Annual General Meeting	:	Friday, 4 December 2026 at 9.30 a.m.

This Circular is dated 28 October 2026

Except where the context otherwise requires, the following definitions shall apply throughout this Circular: -

Act	:	The Companies Act 2016
AGM	:	Annual General Meeting
ARMC	:	Audit and Risk Management Committee
Appsploration	:	Appsploration Sdn. Bhd. (201101012645) (940785-T), a 74%-owned subsidiary of ISB and 1%-owned by PassionCo
Board	:	Board of Directors of INNITY
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CMSA	:	Capital Market and Services Act 2007, including all amendments made from time to time and any re-enactment thereof
Director(s)	:	Shall have the meaning given in Section 2 (l) of the CMSA 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 of INNITY or any other company which is its subsidiary or holding company or a Chief Executive Officer of INNITY, its subsidiary or its holding company
DoMedia	:	DoMedia Asia Sdn. Bhd. (201001018873) (902580-D), a wholly-owned subsidiary of ISB
Dynamic	:	Dynamic Outdoor Media Sdn. Bhd. (201001040705) (924630-D), a wholly-owned subsidiary of ISB
EGM	:	Extraordinary General Meeting
Hakuhodo DY Holdings	:	Hakuhodo DY Holdings Inc.
Hakuhodo DY Group	:	Hakuhodo DY Holdings and its subsidiaries
Hakuhodo DY Media Partners	:	Hakuhodo DY Media Partners Inc, a wholly-owned subsidiary of Hakuhodo DY Holdings
Hakuhodo	:	Hakuhodo Inc., a wholly-owned subsidiary of Hakuhodo DY Holdings
Hakuhodo DY ONE	:	Hakuhodo DY ONE Inc (formerly known as D.A.Consortium Holdings Inc.), a wholly-owned subsidiary of Hakuhodo DY Holdings
ICCL	:	Innity China Co., Limited (1667420), a 80%-owned subsidiary of ISB
INNITY or Company	:	Innity Corporation Berhad (200701006554) (764555-D)
INNITY Group or Group	:	INNITY and its subsidiaries
Innity Cambodia	:	Innity (Cambodia) Co., Ltd., a wholly-owned subsidiary of ISB
Innity Ltd	:	Innity Limited (1059459), a wholly-owned subsidiary of ISB
Innity Myanmar	:	Innity Myanmar Co., Limited., a 65%-owned subsidiary of ISB

Except where the context otherwise requires, the following definitions shall apply throughout this Circular: -

Innity Shanghai	:	Innity Shanghai Ltd., a wholly-owned subsidiary of ISB
Innity Singapore	:	Innity Singapore Pte. Ltd. (200618409E), a 72%-owned subsidiary of ISB and 28%-owned by Innity Ltd
Innity Taiwan	:	Innity Taiwan Ltd, a 100%-owned subsidiary of Innity China Co., Ltd
Innity Thailand	:	Innity Digital Media (Thailand) Co., Ltd., an associate of INNITY Group
IPI	:	Innity Philippines Inc., a 100%-owned subsidiary of ISB
IREP	:	IREP Inc. an affiliate Company to Hakuhodo DY Holdings
ISB	:	Innity Sdn Bhd (199901025800) (500700-X), a wholly-owned subsidiary of INNITY
ISACL	:	Innity Software and Advertising Co., Ltd (411022000498), a 90%-owned subsidiary of IVCL
IVCL	:	Innity Vietnam Co., Ltd. (411022000122), a 88%-owned subsidiary of Innity Limited
JCBNEXT	:	JcbNext Berhad (200401002875) (641378-W)
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
LPD	:	23 September 2026, the latest practicable date prior to printing of this Circular
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: - (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder in the company For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. It also 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 major shareholder of INNITY as defined under Paragraph 1.01 of the Listing Requirements or any other company which is its subsidiary or holding company.
MMRD	:	Myanmar Marketing and Research Development Co., Ltd
OfferStation	:	Offerstation Sdn. Bhd. (200501033322) (715462-X), a 60%-owned subsidiary of ISB and 40%-owned by Appsploration
PassionCo	:	PassionCo Sdn. Bhd. (200901009941) (852955-U), a wholly-owned subsidiary of INNITY

Except where the context otherwise requires, the following definitions shall apply throughout this Circular: -

Passionation Media	:	Passionation Media Sdn. Bhd. (202601021361) (1683458-T), a wholly-owned subsidiary of ISB
Passionation (HK)	:	Passionation (Hong Kong) Limited (2874625), a 100%-owned subsidiary of Innity China Co., Ltd
Person(s) connected	:	Shall have the same meaning as in Chapter 1 of the Listing Requirements
Proposal	:	Proposed Renewal Mandate, collectively
Proposed Renewal	:	The proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature
PTM	:	PT Media Innity (AHU-06947.AH.01.01.TH.2010), a 51%-owned subsidiary of ISB
Related Parties	:	Directors, Major Shareholders or persons connected with such Directors or Major Shareholders
RM and sen	:	Ringgit Malaysia and sen, respectively
RRPT	:	Recurrent related party transaction of the Group which is of a revenue or trading nature that are necessary for the day-to-day operations and is in the ordinary course of business of the Group
104 Corporation	:	104 Corporation (Taiwan)

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INNITY CORPORATION BERHAD

(Company No. 200701006554)(*764555-D)*
(Incorporated in Malaysia)

Registered Office:
Unit 30-01, Level 30
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur.

28 October 2026

Board of Directors:

Phang Chee Leong *(Executive Chairman)*
Looa Hong Tuan *(Managing Director)*
Wong Kok Woh *(Executive Director)*
Seah Kum Loong *(Executive Director)*
Fung Kam Foo *(Independent Non-Executive Director)*
Cheong Chee Yun *(Independent Non-Executive Director)*
Norliza Binti Rasool Khan *(Independent Non-Executive Director)*
Gregory Charles Poarch *(Non-Independent Non-Executive Director)*
Liong Wei Li *(Alternate Director to Gregory Charles Poarch)*
Michihiko Suganuma *(Non-Independent Non-Executive Director)*
Mina Kitamura *(Alternate Director to* Michihiko Suganuma*)*

To: The Shareholders of Innity Corporation Berhad

Dear Sir / Madam,

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

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1. INTRODUCTION

The Company obtained the existing shareholders' mandate at the EGM held on 4 June 2026, following the Circular to Shareholders dated 19 May 2026. The mandate authorises the Company and its subsidiaries to enter into RRPTs in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public. The existing mandate is due for renewal at the forthcoming AGM.

The Company proposes to seek shareholders' approval for renewal of the mandate at the AGM on 4 December 2026.

The purpose of this Circular is to provide shareholders with information on the Proposal and to seek approval for Ordinary Resolution 8 to be tabled at the forthcoming AGM. The resolution is set out under Special Business in the Notice of AGM. The Notice and supporting documents are available at https://investor.innity.com/ and on Bursa Malaysia's website.

2. DETAILS OF THE PROPOSAL

2.1 The Listing Requirements

Pursuant to Rule 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate to enter into RRPTs subject to the following: -

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties 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 corporation with a share capital of RM60 million and below: -

(i) the consideration, value of assets, capital outlay or costs of the RRPT is equal to or exceeds RM1 million; or

(ii) the percentage ratio of such aggregated transactions is equal to or exceeds 1%

whichever is the lower;

(c) the listing corporation's circular to shareholders for the shareholder mandate includes 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 a shareholders' mandate, the relevant related parties must comply with the requirements set out in Paragraph 10.08(7); and

(e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity Period of the Proposal

The Proposal is subject to annual renewal and if approved shall only continue to be in force until: -

(a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time the authority shall lapse unless renewed by ordinary resolution passed at the meeting;

(b) the expiration of the period within which the next AGM after the date it 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 resolution passed by the shareholders in general meeting,

whichever is the earlier.

2.3 Information on the INNITY Group

The Company is principally an investment holding company whilst its subsidiaries are principally engaged in the businesses of providing technology-based online advertising solutions and other related internet services.

2.3 Information on the INNITY Group (Cont'd)

The subsidiaries of INNITY and their respective principal activities as at LPD are as follows: -

Name	Date and place of incorporation	Effective equity interest (%)	Principal activities
ISB	8 December 1999 Malaysia	100	Provision of technology-based online advertising solutions and other internet related services
PassionCo	9 April 2009 Malaysia	100	Dormant
Subsidiaries of ISB			
Innity Ltd	14 July 2006 Hong Kong	100	Investment holding
PTM	10 February 2010 Indonesia	51	Provision of technology-based online advertising solutions and other internet related services
DoMedia	27 May 2010 Malaysia	100	Provision of technology-based online advertising solutions and other internet related services
Innity Shanghai	24 October 2013 China	100	Dormant
Passionation Media Sdn. Bhd.	22 May 2026 Malaysia	100	Advertising; video and television programme production; online retail sales

The Company is principally an investment holding company whilst its subsidiaries are principally engaged in the businesses of providing technology-based online advertising solutions and other related internet services. (cont'd)

The subsidiaries of INNITY and their respective principal activities as at LPD are as follows: - (cont'd)

Name	Date and place of incorporation	Effective equity interest (%)	Principal activities
Subsidiaries of ISB (Cont'd)			
ICCL	26 September 2011 Hong Kong	80	Provision of technology-based online advertising solutions and other internet related services
IPI	17 July 2012 Philippines	100	Provision of technology-based online advertising solutions and other internet related services
Dynamic	9 December 2010 Malaysia	100	Dormant

2.3 Information on the INNITY Group (Cont'd)

Appsploration	15 April 2011 Malaysia	75[#]	Develop computer and mobile software application
OfferStation	21 November 2005 Malaysia	90	Operate promotional and sales event information website
Innity Cambodia	3 October 2017 Cambodia	100	Dormant
Innity Myanmar	20 October 2017 Myanmar	65	Dormant
Innity Singapore	8 December 2006 Singapore	100[@]	Provision of technology-based online advertising solutions and other internet related services
Subsidiaries of Innity Ltd			
IVCL	5 October 2007 Vietnam	88	Software production house

The Company is principally an investment holding company whilst its subsidiaries are principally engaged in the businesses of providing technology-based online advertising solutions and other related internet services. (cont'd)

The subsidiaries of INNITY and their respective principal activities as at LPD are as follows: - (cont'd)

Name	Date and place of incorporation	Effective equity interest (%)	Principal activities
Subsidiary of ICCL			
Passionation (HK)	18 September 2019 Hong Kong	80	Develop content and influencer marketing
Innity Taiwan	13 February 2014 Belize	80	Dormant
Subsidiary of IVCL			
ISACL	11 February 2010 Vietnam	79	Provision of technology-based online advertising solutions and other internet related services

The associated companies of INNITY and the principal activities as at the LPD are as follows:

Innity Thailand	16 July 2008 Thailand	49	Provision of technology-based online advertising solutions and other internet related services

[#] ISB and PassionCo held 74% and 1% equity interest respectively in Appsploration
[@] ISB and Innity Limited held 72% and 28% equity interest respectively in Innity Singapore

2.4 Classes of Related Parties

The Proposal will apply to the following classes of Related Parties:

(a) Directors or Major Shareholders; and

(b) Persons connected to the Directors or Major Shareholders.

2.4 Classes of Related Parties (Cont'd)

The details of the Related Parties with whom the INNITY Group will be transacting with are as follows:

JCBNext's subsidiary and historical associate

Related Parties	Nature of relationship	Principal activities
Autoworld.com.my	Autoworld.com.my is a wholly-owned subsidiary of JCBNEXT.	Automobile internet advertising business and other related businesses
104 Corporation	Historical holding: 8.22%, disclosed on 19 May 2026. Associate status ceased on 1 July 2026.	Online recruitment and human resource management services

With effect from 1 July 2026, Mark Chang Mun Kee stepped down from 104 Corporation's Board and JCBNEXT ceased to account for it as an associate from that date.

The details of the Related Parties with whom the INNITY Group will be transacting with are as follows:

Corporations connected to a major shareholder

Related Parties	Nature of relationship	Principal activities
Hakuhodo DY Group	Hakuhodo DY Group consists of Hakuhodo DY Holdings and its subsidiaries. Hakuhodo DY Holdings is the ultimate holding company of Hakuhodo DY ONE (formerly known as DAC Holdings) by virtue of its 100% direct equity interest through Hakuhodo DY Group	The Group carries out advertising operations in various media, primarily newspapers, magazines, radio, television, digital media, provides planning, production, marketing, public relations, and other services related to the presentation of advertising.

Corporations connected with a director

Innity Thailand	Innity Thailand is a 49% owned associate of ISB through Innity Ltd.	Provision of technology-based online advertising solutions and other internet related services.
MMRD	MMRD has a direct shareholding of 35% equity interest in Innity Myanmar.	Provision of technology-based online advertising solutions and other internet related services and purchase of advertisement space

2.5 Nature of the RRPT

The Proposal in respect of all RRPTs entered into by the INNITY Group from the forthcoming AGM to the date of the next AGM of the Company, and the shareholders' mandate will allow INNITY Group, in the normal course of business, to enter into the RRPTs referred to below with Related Parties, provided that such transactions are made on arm's length basis, on the INNITY Group's normal commercial terms transaction prices and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of INNITY.

2.5.1 Proposed renewal of existing mandate

The details of the RRPTs with Related Parties set out below that had at its EGM held on 4 June 2026 obtained shareholders' mandate: -

	Transacting party within INNITY Group	**Related Party**	**Nature of transactions**	**Interested Related Parties**	**Estimated value as disclosed in the Circular to Shareholders dated on 19 May 2026**	**Actual value transacted from last EGM to LPD (4 June–23 Sept 2026)**	**Estimated aggregate value from the date of the forthcoming 19th AGM to next AGM**
					(RM)	**(RM)**	**(RM)**
1.	Our Company and/or our subsidiaries (Provider of services)	Hakuhodo DY Group (Recipient of services)	Provision of advertising and publicity related services	**Major shareholder** Hakuhodo DY ONE Inc. **Corporations connected with major shareholder** Hakuhodo DY Holdings **Director** Michihiko Suganuma Mina Kitamura	6,000,000	419,033.26	10,000,000
2.	Our Company and/or our subsidiaries (Provider of services)	Innity Thailand (Recipient of services)	Sales of advertisement space	**Director** Looa Hong Tuan	500,000	38.00	500,000
3.	Our Company and/or our subsidiaries (Provider of services)	Myanmar Marketing Research Development (MMRD) (Recipient of services)	Provision of advertising and publicity related services	**Major shareholder** MMRD **Director** U Moe Kyaw	100,000	–	100,000

2.5.1 Proposed renewal of existing mandate (Cont'd)

The details of the RRPTs with Related Parties set out below that had at its EGM held on 4 June 2026 obtained shareholders' mandate: - (cont'd)

	Transacting party within INNITY Group	Related Party	Nature of transactions	Interested Related Parties	Estimated value as disclosed in the Circular to Shareholders dated on 19 May 2026	Actual value transacted from last EGM to LPD (4 June–23 Sept 2026)	Estimated aggregate value from the date of the forthcoming 19th AGM to next AGM
					(RM)	(RM)	(RM)
4.	Our Company and/or our subsidiaries (Provider of services)	Innity Thailand (Recipient of services)	Management fee in relation to backend support staff costs charge back which include Corporate Strategy, Finance, Business Development, Operation and Creative Team based on time allocation of each individual	**Director** Looa Hong Tuan	600,000	59,079.36	600,000
5.	Our Company and/or our subsidiaries (Provider of services)	Innity Thailand (Recipient of services)	Royalty fee	**Director** Looa Hong Tuan	500,000	–	500,000

2.5.1 Proposed renewal of existing mandate (Cont'd)

The details of the RRPTs with Related Parties set out below that had at its EGM held on 4 June 2026 obtained shareholders' mandate: - (cont'd)

	Transacting party within INNITY Group	**Related Party**	**Nature of transactions**	**Interested Related Parties**	**Estimated value as disclosed in the Circular to Shareholders dated on 19 May 2026**	**Actual value transacted from last EGM to LPD (4 June–23 Sept 2026)**	**Estimated aggregate value from the date of the forthcoming 19th AGM to next AGM**
					(RM)	**(RM)**	**(RM)**
6.	Our Company and/or our subsidiaries (Recipient of services)	Hakuhodo DY Group (Provider of services)	Purchase of advertising and publicity related services	**Corporations connected with major shareholder** Hakuhodo DY Holdings **Director** Michihiko Suganuma Mina Kitamura	400,000	–	400,000
7.	Our Company and/or our subsidiaries (Recipient of services)	Innity Thailand (Provider of services)	Purchase of advertisement space	**Director** Looa Hong Tuan	600,000	–	600,000
8.	Our Company and/or our subsidiaries (Recipient of services)	104 Corporation (Provider of services)	Online recruitment services	**Major shareholder** JCBNext **Director** Gregory Charles Poarch Liong Wei Li	30,000	–	30,000

104 Corporation ceased to be a related party with effect from 1 July 2026. Its RM30,000 existing estimate is historical. The proposed renewal amount is carried forward pending confirmation of its inclusion by the Company Secretary.

2.5.1 Proposed renewal of existing mandate (Cont'd)

The details of the RRPTs with Related Parties set out below that had at its EGM held on 4 June 2026 obtained shareholders' mandate: - (cont'd)

	Transacting party within INNITY Group	**Related Party**	**Nature of transactions**	**Interested Related Parties**	**Estimated value as disclosed in the Circular to Shareholders dated on 19 May 2026**	**Actual value transacted from last EGM to LPD (4 June–23 Sept 2026)**	**Estimated aggregate value from the date of the forthcoming 19th AGM to next AGM**
					(RM)	**(RM)**	**(RM)**
9.	Our Company and/or our subsidiaries (Recipient of services)	Autoworld.com.my (Provider of services)	Purchase of advertisement space	**Major shareholder** JCBNext **Director** Gregory Charles Poarch Liong Wei Li	10,000	–	10,000
10.	Our Company and/or our subsidiaries (Recipient of services)	MMRD (Provider of services)	Purchase of advertisement space	**Major shareholder** MMRD **Director** U Moe Kyaw	100,000	–	100,000
	Total				8,840,000	478,150.62	12,840,000

Actual transaction values from 4 June to 23 September 2026 total RM478,150.62.

Reported actual amounts are below their respective approved estimates.

At the Board meeting on 7 October 2026, the Board and Management agreed to propose increasing the estimated value of advertising and publicity related services provided to Hakuhodo DY Group from RM6,000,000 to RM10,000,000. The increase of RM4,000,000 (66.67%) is proposed for the renewed mandate to be considered at the AGM on 4 December 2026. Other estimates are carried forward.

2.6 Amount due and owing to RRPT

Amounts outstanding as at 23 September 2026, including amounts not yet due. Unpaid invoices and invoices with no payment status are treated as outstanding per Management. Invoices marked paid are excluded. Amounts relate to invoices dated 4 June to 23 September 2026.

Related Party		Nature of recurrent transactions	Outstanding amount (RM)			
			1 year or less	More than 1 to 3 years	More than 3 to 5 years	More than 5 years
1.	Hakuhodo DY Group	Provision of advertising and publicity related services	335,617.60	NIL	NIL	NIL
2.	Innity Thailand	Provision of advertising space and publisher invoices paid on behalf	38.00	NIL	NIL	NIL
		Management fee in relation to backend support staff costs charge back which include Corporate Strategy, Finance, Business Development and Creative Team based on time allocation of each individual	Principal sum 59,079.36	Principal sum NIL	NIL	NIL
			Interest NIL	Interest NIL	NIL	NIL
		Royalty fee	Principal sum NIL	Principal sum NIL	NIL	NIL
			Interest NIL	Interest NIL	NIL	NIL
Total			394,734.96	NIL	NIL	NIL

There were no late payment charges imposed by INNITY Group on the trade and non-trade outstanding amount owing by Hakuhodo DY Group and Innity Thailand as INNITY Group has decided not to impose any late payment charges as the related parties are long-standing customers of our Group. However, INNITY Group has imposed late payment interest as the related party went into an agreement with Innity. The management has sent out monthly statement and will continuously follow up closely with the debtors to recover the outstanding amount due within the credit term. The Board is of the opinion that there will be no recoverability issues as the debtors are related parties and with good business relationship.

2.7 Methods and the procedures

The Company has implemented review and the disclosure procedures for the RRPTs to ensure that the RRPTs are conducted on arm's length basis and are based on normal commercial terms consistent with the Company's usual business practices and are undertaken on transaction prices and terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

To monitor the RRPTs, the following methods and the procedures have been implemented: -

(i) the management of INNITY will ensure that the RRPTs will only be entered into after taking into account the pricing, expertise and other related factors. The transaction prices will be determined by market forces and the availability of the amounts/resources to be transacted, similar to those prices for transactions with unrelated third parties;

(ii) a register will be maintained by the Company to record all the RRPTs and will be made available to the Audit and Risk Management Committee ("ARMC") for its quarterly review;

(iii) the ARMC will undertake a periodic review of the RRPTs to ensure that such transactions are undertaken at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company. In its review and approval of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to the RRPTs;

(iv) In the case of RRPTs where any of the Director has a direct or indirect interest, he shall abstain from all deliberations and voting in respect of the said transaction. Where any members of the ARMC are interested in any transactions, that member shall abstain from voting in any matter relating to any decision to be taken by the ARMC with respect to such transactions.

(v) The thresholds for the approval of RRPTs within INNITY Group are as follows: -

(a) RRPTs up to RM1 million each in value will be reviewed and approved by the Group Managing Director;

(b) RRPTs above RM1 million each in value will be recommended by the Group Managing Director and approved by the Board;

(vi) At least two contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, 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.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on the usual business practices of the Group to ensure that the RRPTs are not detrimental to the Group.

2.8 Statement by the Audit and Risk Management Committee ("ARMC")

The ARMC of the Company has seen and reviewed the procedures mentioned in Section 2.7 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. INNITY Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, which procedures and processes are reviewed on a quarterly basis by the ARMC.

2.8 Statement by the ARMC (Cont'd)

The ARMC is of the opinion that the Proposal is in the best interest of the listed corporation. The RRPTs will be carried out in an arm's length and normal commercial terms and are not to the detriment of the minority shareholders interest of the Company. Any member of the ARMC who is interested in any RRPTs shall not be involved in the review of the said transaction.

Furthermore, the ARMC of the Company shall also have the discretion to request for additional procedures to be followed if it considers such a request to be appropriate.

2.9 Disclosure in the Annual Report

Disclosure shall be made in the Company's annual report of the aggregate value of the RRPTs during the financial year, stating: -

(i) the types of the RRPTs made; and

(ii) the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Company,

and in the annual report for the subsequent year that the Proposal continue to be in force.

3. RATIONALE AND BENEFITS OF THE PROPOSAL

The RRPTs are in the ordinary course of business of the Group and are undertaken at arm's length on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public. They are likely to occur to some degree of frequency and arise at any time and from time to time.

The Proposal, subject to annual review, will enhance the ability of the Group to pursue business opportunities which are time-sensitive in nature and will eliminate the need for INNITY to announce and convene separate general meetings on each occasion to seek prior approval of the shareholders of the Company for the RRPTs. This will substantially reduce the expenses associated with convening general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources and time to be channelled towards attaining corporate objectives.

The Group should have access to all available markets, including the Related Parties. The RRPTs are intended to meet the business needs of the Group at the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background, financial wellbeing and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have a good understanding of each other's business needs and expectations thus providing a platform where all parties can benefit from conducting the RRPTs.

4. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The following shareholdings are stated as at 23 September 2026:

	Direct		Indirect	
	No. of shares	**%**	**No. of shares**	**%**
INNITY Major Shareholders				
JCBNEXT	29,250,040	20.982	-	-
Hakuhodo DY ONE	34,735,500	24.917	-	-

4. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (CONT'D)

	Direct		Indirect	
	No. of shares	**%**	**No. of shares**	**%**
INNITY Interested Directors				
Gregory Charles Poarch	-	-	-	-
Liong Wei Li	-	-	-	-
Looa Hong Tuan	12,374,685	8.876	-	-
Michihiko Suganuma	-	-	-	-
Mina Kitamura	-	-	-	-
Interested Corporations Connected with INNITY Major Shareholder				
Hakuhodo DY Holdings			34,735,500(1)	24.917

Notes:

1) By virtue of its 24.917% indirect equity interest in INNITY, through 100% equity interest in Hakuhodo DY ONE.

(i) JCBNEXT, Hakuhodo DY ONE our major shareholders of INNITY who has 20.982% and 24.917% direct equity interest in INNITY, are deemed interested in the Proposal will abstain from voting in resolution pertaining to the Proposal in respect of their direct shareholdings in INNITY, if any, on the resolution approving the Proposal at the forthcoming AGM. JCBNEXT, Hakuhodo DY ONE, have also undertaken to ensure that persons connected to them will abstain from voting, in respect of their direct and/or indirect shareholdings (if any) in INNITY, deliberating or approving, the resolution pertaining to the Proposal at our forthcoming AGM.

(ii) Gregory Charles Poarch the Chief Financial Officer of JCBNEXT and a Director of INNITY. Liong Wei Li is the Chief Executive Officer of JCBNEXT and an Alternate Director to Gregory Charles Poarch in INNITY. Gregory Charles Poarch (alternately Liong Wei Li) is the corporate representative of JCBNEXT on INNITY's Board of Directors.

Looa Hong Tuan is the Director and a shareholder of INNITY and a Director of Innity Thailand.

Michihiko Suganuma is the Senior Executive Officer and Head of Global Business Group at Hakuhodo DY ONE. Mina Kitamura is the General Manager of Strategic Alliance Division, Global Business Group at Hakuhodo DY ONE and Alternate Director to Michihiko Suganuma. They represent Hakuhodo DY ONE on INNITY's Board.

MMRD and U Moe Kyaw do not have direct and indirect shareholdings in INNITY.

MMRD is the major shareholder of Innity Myanmar and MMRD director namely U Moe Kyaw is Innity Myanmar director.

Accordingly, Gregory Charles Poarch, Liong Wei Li, Looa Hong Tuan, Michihiko Suganuma and Mina Kitamura (collectively referred to as the "Interested Directors"), where applicable, have abstained and will continue to abstain from deliberation and voting at the relevant Board meetings on the resolution in respect of the Proposal.

4. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (CONT'D)

(iii) As such, the Interested Directors will abstain from voting in respect of their direct and/or indirect shareholdings, if any, on the resolution approving the Proposal at the forthcoming AGM and have also undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposal at the forthcoming AGM.

Save as disclosed above, none of the other Directors or Major Shareholders of INNITY or person connected to them have any interest, direct or indirect, in the Proposal.

5. DIRECTORS' RECOMMENDATION

After due consideration of all aspects of the Proposal, the Directors (with the exception of the Interested Directors who have abstained from making any opinions and recommendations in respect of the Proposal), are of the opinion that the Proposal is in the best interest of the Company and recommend that shareholders vote in favour of the ordinary resolution pertaining to the Proposal to be tabled at the Company's forthcoming AGM.

6. APPROVALS REQUIRED

The Proposal is subject to the approval of the shareholders of INNITY at the forthcoming AGM. Save for the approval of the shareholders of INNITY, there are no other approvals required for the Proposal.

7. AGM

Ordinary Resolution 8 on the proposed renewal is set out in the Notice of the Nineteenth AGM. The AGM will be held on Friday, 4 December 2026 at 9.30 a.m. at Ballroom V, Main Wing, Jalan Club Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, to consider and, if thought fit, pass the resolution.

The Notice of AGM, Form of Proxy and Administrative Guide will be available at https://investor.innity.com/ and on Bursa Malaysia's website.

Members wishing to appoint proxy(ies) must complete and return the Form of Proxy in accordance with the Notice and Administrative Guide, not less than forty-eight (48) hours before the AGM or any adjournment thereof. The deadline is Wednesday, 2 December 2026 at 9.30 a.m.

(a) Hardcopy: Vistra Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(b) Electronic lodgement: https://srmy.vistra.com, following the Administrative Guide.

8. ADDITIONAL INFORMATION

Shareholders are advised to refer to Appendices in this Circular for additional information.

Yours faithfully,
For and on behalf of the Board of Directors
INNITY CORPORATION BERHAD

Cheong Chee Yun
Independent Non-Executive Director

APPENDIX I: ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

As at the date of this Circular, neither the Company nor its subsidiary companies have entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION

As at the date of this Circular, neither the Company nor its subsidiary companies are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of INNITY are not aware of any proceedings, pending or threatened against the Company and/or its subsidiary companies or of any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business of INNITY and/or its subsidiary companies.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of INNITY during office hours from the date of this Circular up to and including the date of the forthcoming AGM: -

(i) The Constitution of INNITY;

(ii) Audited financial statements for the year ended 31 December 2024 and the 18-month financial period ended 30 June 2026;

(iii) The unaudited quarterly report for the financial period ended 30 June 2026.

APPENDIX II: EXTRACT OF THE RESOLUTION

EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE AGM OF INNITY IN RELATION TO THE PROPOSAL

ORDINARY RESOLUTION 8

- **RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject always to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5.1 of the Circular to Shareholders dated 28 October 2026 ("the Related Parties"), provided that such transactions are:-

i. necessary for the day-to-day operations of the Group;

ii. undertaken in the ordinary course of business on an arm's length basis and on normal commercial terms and transaction prices, which are not more favourable to the Related Parties than those generally available to the public; and

iii. not detrimental to the minority shareholders of the Company,

("Proposed Renewal of Shareholders' Mandate").

THAT the authority for the Proposed Renewal of Shareholders' Mandate shall commence immediately upon the passing of this ordinary resolution and shall remain in force until:-

(a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time the authority shall lapse unless renewed by ordinary resolution passed at the meeting;

(b) the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by ordinary resolution passed by shareholders of the Company in general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate"