

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth (15th) Annual General Meeting of Bina Darulaman Berhad ("the Company") will be held at Damai 2 Room, the Regency Darulaman Golf Resort, Lot 888, Bandar Darulaman, 06000, Jitra, Kedah Darul Aman on Sunday, 13th June 2010 at 11.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Accounts for the year ended 31st December, 2009 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve a first and final dividend of 7 sen less Malaysian Tax at 25% for the financial year ended 31st December, 2009. **(Resolution 2)**
3. To approve the payment of Directors' Fees for the financial year ended 31st December 2009. **(Resolution 3)**
4. To consider and if thought fit, pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965.

(i) Proposed Re-appointment of Y.Bhg. Dato Paduka Hj. Mohd Saad bin Endut as Director of the Company Pursuant to Section 129(6) of the Companies Act 1965

"THAT pursuant to Section 129(6) of the Companies Act 1965, Y.Bhg. Dato' Paduka Hj. Mohd Saad bin Endut, who is over the age of seventy (70) years be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting of the Company".

(Resolution 4)

(ii) Proposed Re-appointment of Prof. Din Merican as Director of the Company Pursuant to Section 129(6) of the Companies Act 1965

"THAT pursuant to Section 129(6) of the Companies Act 1965, Prof. Din Merican, who will reach the age of seventy (70) years be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting of the Company".

(Resolution 5)

5. To re-elect the following Directors who retire in accordance with the Company's Articles of Association.

Article 86 (ii)

- (i) Sr Che Had Bin Dhali
- (ii) Dato' Abdul Rahman bin Ibrahim
- (iii) Dato' Wira Hj. Hassan bin Taib although eligible does not seek for re-election

(Resolution 6)

(Resolution 7)

As Special Business

6. To consider if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

Ordinary Resolutions

(i) Appointment of New Auditor

"THAT Messrs Ernst & Young be and are hereby appointed as auditors of the Company in place of the retiring auditors Messrs KPMG to hold office until the conclusion of the next Annual General Meeting and that the directors be authorized to determine their remuneration."

Notice of appointment of auditor is set out on page 6 of the Annual Report.

(Resolution 8)

(ii) General Authority for the Directors to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company, the other applicable laws, guidelines, rules and regulations and the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company from time to time until the conclusion of the next Annual General Meeting at

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (CONT'D)

such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may at their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 9)

7. To transact any other ordinary business of which due notice shall have been received.

NOTICE OF DIVIDEND PAYMENT AND BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT, the First and Final Dividend of 7 sen less Malaysian tax at 25% in respect of the financial year 31 December 2009, if approved by the shareholders at the forthcoming Annual General Meeting will be paid on 19 July 2010 to Depositors registered in the Record of Depositors at the close of business on 30 June 2010.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m on 30 June 2010 in respect of ordinary transfer;
- b) Shares bought on the Bursa Malaysia Securities Berhad (Bursa Malaysia) on a cum entitlement basis according to the Rules of the Bursa Malaysia.

By Order of the Board,

KHAIRULMUNA BINTI ABD GHANI

Company Secretary

20th May 2010

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Notes :

1. *A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
2. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorized in writing.*
3. *The instrument appointing a proxy together with the power of attorney or other authority, shall be deposited at the Company's Registered Office at Aras 9, Menara Bina Darulaman Berhad, 88 Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman not less than forty eight (48) hours before the time set for holding this meeting or at any adjournment thereof.*

Explanatory Notes on Special Business:-

General Authority for the Directors to Issue Shares Pursuant to Section 132D Companies Act, 1965

1. *The Ordinary Resolution proposed under agenda 6(ii) is to seek a renewal of the general mandate for the issuance of new ordinary shares pursuant to Section 132D of the Companies Act 1965 which was approved by the shareholders at the last year's AGM. There was no issuance of new shares during the year.*
2. *The Ordinary Resolution proposed under Agenda 6(ii), if passed, will give the Directors of the Company, from the date of the forthcoming Annual General Meeting, the authority to issue ordinary shares from the unissued capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in the General Meeting, expires at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.*
3. *At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate has been renewed, the company will make a necessary announcement in respect of the purpose and utilization of profits arising from such issue.*