



# NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of Bina Darulaman Berhad (“the Company”) will be held at Conference Room, Aras 4, Menara Bina Darulaman Berhad, 88 Lebuhraya Darulaman, 05100 Alor Star, Kedah Darul Aman on Thursday, 26th June 2008 at 10.00 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, 2007 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To approve a first and final dividend of 5 sen less Malaysian Tax at 26% for the financial year ended 31st December, 2007. (Resolution 2)
3. To approve the payment of Directors’ Fees for the financial year ended 31st December 2007. (Resolution 3)
4. To re-elect Directors who retire in accordance with the Company’s Articles of Association.

### Article 86(i)

- (i) Dato’ Dr. Affifudin bin Hj. Omar

### Article 87

- (i) Dato’ S. Mohd Haris bin S. Idrus
- (ii) Omar Arawi bin Shari
- (iii) Jahubar Sathik bin Abdul Razak (Resolution 4)
- (iv) Che Had bin Dhali (Resolution 5)

Note: Dato’ Dr. Affifudin Bin Hj. Omar, Dato’ S. Mohd Haris bin S. Idrus and Omar Arawi bin Shari although eligible do not seek re-election.

### As Special Business

5. To consider and if thought fit, pass the following Resolutions with or without modifications:-

#### (i) Ordinary Resolution

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

”**THAT** pursuant to Section 129 of the Companies Act 1965 (“Act”) 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 6)

#### (ii) Special Resolution

##### **Proposed Amendments to the Articles of Association of the Company (Proposed Amendments)**

”**THAT** the amendments to the Company’s Articles of Association as set out in the Circular to Shareholders dated 3rd June 2008 be and are hereby approved.”

”**AND THAT** the Directors be and are hereby authorized to assent to any modifications, variation and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company.” (Resolution 7)

## NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING (CONT'D)

### As Special Business (Cont'd)

#### (iii) Ordinary Resolution

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

“**THAT** subject always to the Companies Act, 1965 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 at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may 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 8)

#### NOTICE OF BOOK CLOSURE

**NOTICE IS HEREBY GIVEN THAT**, the Register of Members of the Company will be closed on 8th July 2008 for the purpose of determining shareholders' entitlement to the dividend. The dividend, if approved will be paid on 28th July 2008.

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 8th July 2008 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,

#### **DATIN AZIZAH BTE DATO' AHMAD, F.C.I.S**

Company Secretary  
(MAICSA No. 7007093)

Alor Star

Date : 3rd June 2008

#### 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 Star, 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:-

1. The Ordinary Resolution proposed under Agenda 5(i), if passed will reappoint Dato' Paduka Hj. Mohd Saad bin Endut as a Director of the Company until the next Annual General Meeting of the Company.
2. The Special Resolution proposed under Agenda 5(ii), if passed will render the Company's existing Articles of Association to be consistent with the current provisions of the Listing Requirements of Bursa Malaysia and to provide clarity to the provisions of certain existing Articles as well as to reflect the current market practice.
3. The Ordinary Resolution proposed under Agenda 5(iii), if passed, will give the Directors of the Company, from the date of the forthcoming Annual 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 of the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.