



Registration No:199501003751(332945-X)

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MINUTES OF 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 3 SEPTEMBER 2020 AT 10.00 A.M., FULLY VIRTUAL VIA REMOTE PARTICIPATION AND VOTING (RPV) THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT THE INVENT ROOM, LEVEL M3, VE HOTEL & RESIDENCE, BANGSAR SOUTH CITY, NO. 8, JALAN KERINCHI, 59200, KUALA LUMPUR, MALAYSIA (THE "BROADCAST VENUE").

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- CHAIRMAN & MEMBERS OF THE BOARD PRESENT AT THE BROADCAST VENUE : Y. Bhg Dato' Mohamed Sharil Tarmizi  
(Chairman)  
Y. Bhg Dato' Asri Bin Hamidon  
(Senior Independent Director)  
Y. Bhg Encik Sudirman Bin Masduki  
(Member)  
Y. Bhg Datuk Mohd Radzif Bin Mohd Yunus  
(Member)  
Y. Bhg Tuan Dr. Muhammad Mahadi Bin Mohamad  
(Member)
- DIRECTOR'S PARTICIPATING VIA REMOTE PARTICIPATION : Y. Bhg Dato' Abdul Rahman Bin Abdullah  
(Member)
- IN ATTENDANCE AT BROADCAST VENUE : Encik Faris Najhan Bin Hashim  
(Group Chief Executive Officer)  
Encik Mohd Iskandar Dzulkarnain Bin Ramli  
(Chief Operating Officer)  
Puan Khairulmuna Bt Abd Ghani  
(Group Company Secretary)
- BY INVITATION AT BROADCAST VENUE : Encik Mohd Nasir Bin Ismail  
(Manager, Chief Financial Officer's Office)  
Mr. Tai Yoon Foo  
(Partner, Messrs KPMG PLT)
- SHAREHOLDERS AND PROXIES : A total of 147 shareholders ("Shareholders") and proxies representing 200,737 ordinary shares participated online in BDB Fully Virtual 25<sup>th</sup> AGM as per the Attendance Record issued by Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator. (The Shareholders are based on Record of Depositors as of 26 August 2020 reproduced by the Company's Share Registrar, Bina Management Sdn Bhd under the Main Market Listing Requirements).
- CONVENING OF THE MEETING : The 25<sup>th</sup> Annual General Meeting of the Company ("the Meeting/25<sup>th</sup> AGM") was called to order at 10.00 a.m.

## 1.0 WELCOMING REMARKS & INTRODUCTION

Y.Bhg Dato' Mohamed Sharil Tarmizi, the Chairman in his opening remarks welcomed all the shareholders and proxies of Bina Darulaman Berhad ("the Company/BDB") who have logged in to join the fully virtual meeting of 25<sup>th</sup> AGM of the Company. Dato' Chairman said that BDB's fully virtual AGM complies with Section 327(2) of the Companies Act, 2016 which stipulate that Chairman shall be at the main venue of the Meeting and Clause 57(i) of the Company's Constitution stipulate that the meeting may be held at more than one venues using any technology.

Dato' Chairman also reminded the Participants of the 25<sup>th</sup> AGM that the Meeting is restricted to the shareholders, valid proxy holders, and authorised corporate representatives ("Participants"). The proceedings of this 25<sup>th</sup> AGM are deemed confidential and only for the information of the relevant parties. The Chairman further said that the Participants are restricted from making any visual or audio recording of this 25<sup>th</sup> AGM.

Thereafter, Dato' Chairman proceeded to introduce the members of the Board present at the meeting venue namely Y.Bhg Dato' Asri Bin Hamidon, being the Senior Independent Director, Y.Bhg Tuan Sudirman Bin Masduki, being the Board Audit Committee Chairman, Y.Bhg Datuk Mohd Radzif Bin Mohd Yunus, Y.Bhg Tuan Dr. Muhammad Mahadi Bin Mohamad and Y.Bhg Dato' Haji Abdul Rahman Bin Abdullah who has joined the Meeting via remote participation and voting.

*(Note: During the introduction of board members the Chairman paused when the Director's names were mentioned and their names appeared on the screen while the respective Directors waved (including Dato' Haji Abdul Rahman Bin Abdullah who joined the Meeting via remote participation)).*

Dato' Chairman also went on to introduce Encik Faris Najhan Bin Hashim, the Group Chief Executive Officer, Encik Mohd Iskandar Dzulkarnain Bin Ramli, the Chief Operating Officer, Puan Khairulmuna Bt Abd Ghani, the Group Company Secretary and also Mr. Tai Yoon Foo, the Auditors from Messrs KPMG.

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## **2.0 QUORUM OF MEETING**

The Company Secretary was invited to confirm the quorum of the Meeting. The Company Secretary informed the Participants that under Article 57(ii) of the Company's Constitution, two (2) members present or by proxy or by any representative or a combination of both shall be a quorum for a general meeting. She has confirmed that there was a sufficient quorum for today's Meeting.

The Company Secretary informed the Participants that at the closing of the proxy form submission to the Company's registered address, the Company has received a total of 6 proxy forms from the ordinary shareholders of the Company, representing a total shareholding of 204,447,448 ordinary shares which is approximately 67.28% of the issued ordinary shares of the Company. She also confirmed that none of the shareholders appointed the Chairman of the Meeting as their proxies.

With the requisite quorum being present, the Chairman declared the meeting convened.

## **3.0 ANNUAL REPORT 2019 AND NOTICE OF 25<sup>th</sup> AGM**

Dato' Chairman informed the Participants that the Annual Report 2019 was published on 29 June 2020 while the Notice convening the 25<sup>th</sup> AGM was published on 5 August 2020. The amended announcement on the change of AGM broadcast venue was submitted to Bursa on 27 August 2020.

As there was no objection received to the notice convening the Meeting, the Chairman announced that the notice shall be taken as read.

## **4.0 ADMINISTRATIVE MATTERS**

Dato' Chairman invited the Company Secretary to advise the Participants on the administrative matters in respect of the 25<sup>th</sup> AGM of the Company.

The Company Secretary thanked the Chairman and proceeded to brief the Participants of the voting process. The Company Secretary said that the voting process at the 25<sup>th</sup> AGM will be conducted by-poll under Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. Accordingly, all voting shall be conducted via online remote

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voting on <https://tjih.online>.

The Company Secretary informed the Participants that Tricor Investor & Issuing House Services Sdn Bhd (hereinafter referred to as "Tricor") has been appointed as the Poll Administrator to conduct the polling process and Coopers Professional Scrutineers Sdn Bhd (hereinafter referred to as "the Scrutineers") are appointed as the Independent Scrutineers to observe, verify and report the polling results.

The polling will be conducted at the end of the Meeting and the results will be announced immediately once the Scrutineers' report is ready. The Meeting will be adjourned while waiting for the results of resolutions from the Scrutineers, the adjournment is estimated to be for 20 minutes.

The Company Secretary also briefed the shareholders that as there is no legal requirement for the proposed resolutions to be seconded, Dato' Chairman will take the Participants through each item on the Agenda.

The voting session for all the resolutions tabled today shall commence at 10.00 a.m. until the Chairman announces that the voting session is complete.

The representative from Tricor was also invited to brief the Participants concerning the online remote voting process.

The Chairman thanked the Company Secretary and Tricor for the explanation on the administrative matters of the 25<sup>th</sup> AGM proceedings.

## **5.0 PRESENTATION ON GROUP PERFORMANCE FOR FY2019**

Subsequently, Y.Bhg Dato' Chairman invited the Group Chief Executive Officer, Encik Faris Najhan Bin Hashim ("Encik Faris/GCEO") to present the Company's Group Performance for FY2019. Encik Faris thanked Dato' Chairman and proceeded with his presentation on Group Performance as follows:

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a) Group's Core Business

Group's core business is divided into:



A brief background of the activities of each company is summarized as follows:

- i. BDB Synergy Sdn Bhd ("BSSB") offers a full spectrum of engineering and construction services, from civil building construction, earthworks, maritime infrastructure to waterworks. To date, BSSB has delivered more than RM2 billion worth of construction works.
- ii. BDB Infra Sdn Bhd ("BISB") has more than 40 years of experience in quarry and road construction since its inception in 1973. To date, BISB has delivered more than RM500 million worth of infrastructure development.
- iii. BDB Land Sdn Bhd ("BLSB") has carved a niche as a reputable leader in township developments in the Northern Region of Malaysia. Its GDV of properties completed and launched is more than RM3 billion.



Encik Faris in the summary of his presentation said that the main segments of the Group are Engineering & Construction and Road Building & Quarry. In total, both segments had contributed 46% of revenue for Y2019. On the other hand, the Property Development segment had recorded a contribution of almost 29% of the Group

revenue, while the balance is made up by the Investment Holdings and Others segment.

b) Group's Strength and Capabilities

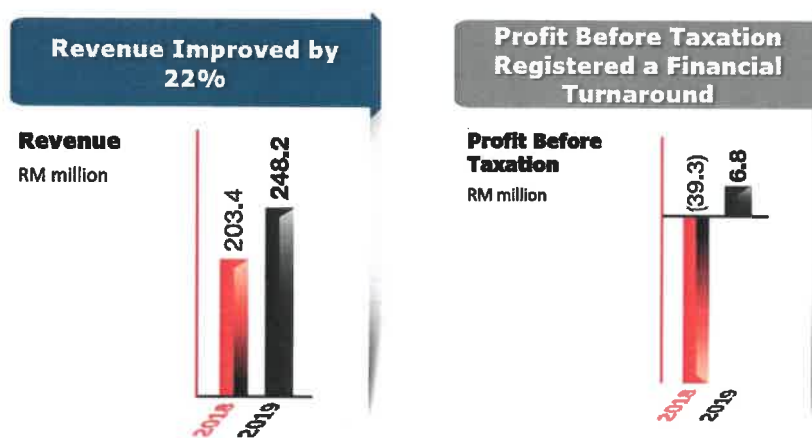
The strength of the Group is having a sizeable land bank and the total land bank exceeds 1,800 acres. The size of the land bank is adequate to sustain the revenue and development of the Group in the coming years.

The details are tabulated below:

Total Land Bank	Total Developed	Balance
<b>4,921.22</b> acres	<b>3,085.77</b> acres	<b>1,835.45</b> acres

Encik Faris further said that the Company has 675 staff who has expertise in various fields to support the delivery of projects in hand and others.

For the year 2019, the revenue of the Group improved by 22% as explained below:



The revenue improvement of the Group was mostly contributed by the following:

- i. En-bloc Sales of Double Storey Terrace (Sungai Petani) to Koperasi Telekom Malaysia Berhad amounting to RM5 million;
- ii. Full revenue recognition of *Projek Perumahan Rakyat Jerlun* that was completed and successfully handed over ahead from the schedule by 111 days; and

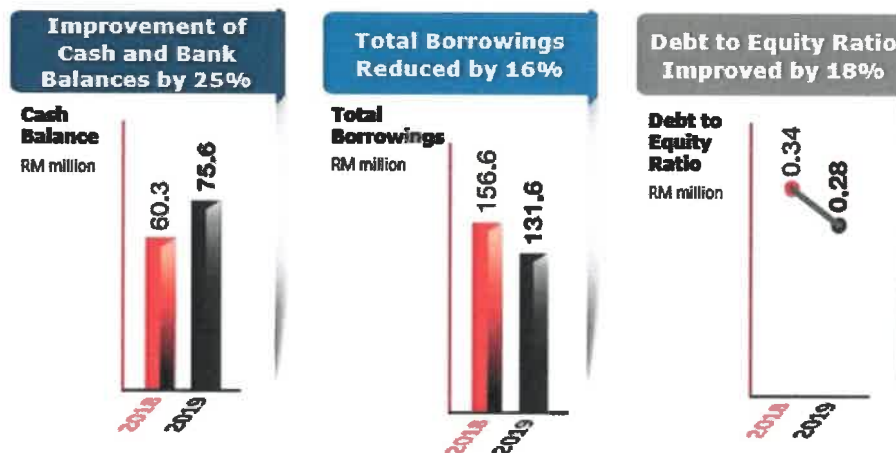
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- iii. Completed *Stated Road Maintenance Project* for the contract value of RM35 million for 2019.
- iv. Additional Work Orders for State Maintenance that provide an additional Contract value of RM10 million.

The positive improvement on Profit Before Taxation of the Group was derived from:

- i. Improved Project Margin via centralized procurement plan;
- ii. Reduced property stocks and inventories;
- iii. Improved Human Resource cost i.e. benefits, packages, overtime, and claims, etc;
- iv. Reduced sales & marketing expenses by implementing shared-service promotional programs (across the Group); and
- v. Increase marketing/sales activities through social media marketing platforms.

The cash and balances of the Group are as follows:



The improvements were contributed by the following:

- i. Improved collection of account receivables by 15%;
- ii. Sales of property stocks;
- iii. Land for sale tender exercise for 'non-priority land' for development; and
- iv. Reduced operational expenses by 27%.

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The reduction in borrowings of the Group was due to:

- i. the reduction in short-term borrowings for SUKUK by RM30 million.

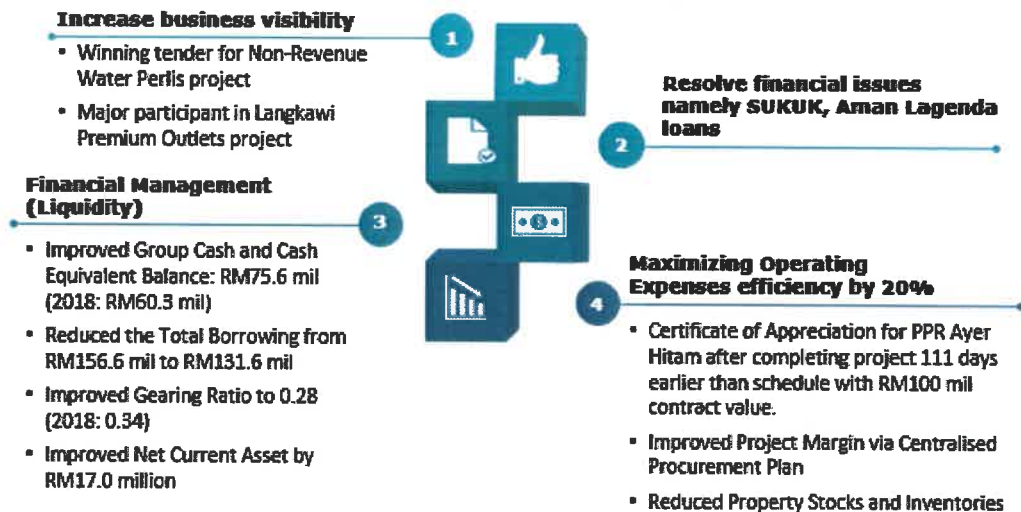
The improvement in debt to equity of the Group resulted from the:

- i. Repackaging of group financing facilities and repayment of borrowing; and
- ii. Total equity increased from profit during the year.

c) Key Financial Ratios

Key financial ratios in 2019 showed positive improvement as compared to 2018.

Achievements in 2019 can be summarized as follows:



Encik Faris ended his presentation by thanking Dato’ Chairman and the Participants.

Dato’ Chairman thanked Encik Faris for the presentation and he hoped that the presentation and explanation by the Group CEO will allow the shareholders to have a better understanding of the Group’s business outlook, achievements thus far as well as the challenges encountered during the Financial Year due to Covid-19 pandemic and what might be in store for the Group in the coming years.

**6.0 AGENDA OF THE MEETING**

Dato’ Chairman then proceeded with the Agenda of the Meeting.



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Dato' Chairman briefed the Participants on the proposed Ordinary Resolutions for the AGM. Dato' Chairman said that based on the notice of the 25<sup>th</sup> AGM, there were eight (8) Ordinary Resolutions to be put for a vote.

However, Dato' Chairman informed the Participants that the Company had recently received notification from three (3) Board members that due to their other commitments, wished to retire from the Board immediately after this Meeting and do not wish to be re-elected or re-appointed to the Board.

In this respect, the Board agreed to withdraw Resolution 1 [To re-elect Encik Sudirman Bin Masduki retiring under Article 88(ii)], Resolution 2, [To re-elect Datuk Mohd Radzif Bin Mohd Yunus retiring under Article 88(ii)] and Resolution 4 [To re-elect Dr. Muhammad Mahadi Bin Mohamad retiring under Article 89].

Accordingly, Dato' Chairman explained that there are five (5) resolutions to be put on a vote and those resolutions are Resolution 3 and Resolutions 5, 6, 7, and 8.

Dato' Chairman also reminded the Participants in this AGM to raise questions (if any) on the resolutions to be dealt with today. As explained by the Poll Administrator, the Participants may use the query box to post the questions. Dato' Chairman further reminded the participants that they may submit the questions anytime up to the announcement on the closure of the Q&A session.

All questions shall be dealt with during the Q&A session upon completion of the remaining business of this Meeting.

**7.0 ITEM 1 OF THE AGENDA****TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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Dato' Chairman briefed the Participants that Item 1 of the Agenda, which is to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the reports of the Directors and Auditors thereon. He further said that the Annual Report 2019 of the Company containing the Audited Financial Statements have been sent to all the Shareholders earlier.



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According to Section 304(1) of the Companies Act 2016, the Directors are required to lay before the shareholders the Audited Financial Statements.

The Audited Financial Statements do not require the formal approval of the shareholders and therefore it will not be put forward for voting.

Dato' Chairman added that the Audited Financial Statements have been prepared following the Malaysian Financial Reporting Standards, International Financial Reporting Standards, and the Companies Act 2016, giving a true and fair view of the financial position of the Group and the Company for the Financial Year ended 31 December 2019.

Dato' Chairman also said that the external Auditors, Messrs KPMG is of the opinion that the financial statements are in order and present a true and fair view of the financial position of the Group and the Company for the Financial Year ended 31 December 2019.

Dato' Chairman declared that the Audited Financial Statements of the Company have been duly received by the Shareholders and proxy holders.

**8.0 ITEM NO. 2 (iii) OF THE AGENDA – RESOLUTION 3  
TO RE-ELECT DATO' MOHAMED SHARIL BIN MOHAMED TARMIZI WHO IS RETIRING UNDER  
ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

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Dato' Chairman is the director standing for re-election and therefore he passed the Chair to the Senior Independent Director, Y.Bhg Dato' Asri Bin Hamidon to conduct the proceeding of the Meeting.

Y.Bhg Dato' Asri Bin Hamidon took the Chair and briefed the Participants on Agenda 2(iii) Resolution 3, which is to re-elect Y.Bhg Dato' Mohamed Sharil Bin Mohamed Tarmizi who shall retire under Article 89 of the Company's Constitution was tabled.

Y.Bhg Dato' Asri confirmed that Y.Bhg Dato' Mohamed Sharil Bin Mohamed Tarmizi has indicated his willingness to be re-elected. The Shareholders can also refer to page 20 of the Annual Report for his profile.

Y.Bhg Dato' Asri said that the resolution shall be voted by poll upon the completion of the remaining businesses of this Meeting. He then passed the Chair back to Dato' Chairman.



Dato' Chairman thanked the Senior Independent Director for his willingness to chair the Meeting and continue with the Meeting.

**9.0 ITEM 3 OF THE AGENDA - RESOLUTION 5  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES FOR THE FINANCIAL YEAR ENDED  
31 DECEMBER 2019**

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Dato' Chairman informed the Participants that under Section 230(1) of the Companies Act 2016, "the fees" of the directors of the listed company shall be approved at a general meeting.

In this respect, the Board had agreed that the shareholders' approval shall be sought at the 25<sup>th</sup> AGM on the proposed Directors' Fees for the Financial Year 2019.

Dato' Chairman informed that the details of the proposed directors' fees for the financial year ended 31 December 2019 are reflected in *Explanatory Notes 3* of the Notice of the 25<sup>th</sup> AGM.

Dato' Chairman further announced that the voting of this resolution shall be conducted by poll upon completion of the remaining businesses of this Meeting.

**10.0 ITEM 4 OF THE AGENDA – RESOLUTION 6  
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) UNDER  
SECTION 230(1) OF THE COMPANIES ACT 2016 WITH EFFECT FROM THE 25<sup>TH</sup> ANNUAL  
GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.**

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Dato' Chairman informed that the details of Directors' Benefits comprise the allowances, other emoluments, and other claimable benefits payable to the Non-Executive Directors with effect from the 25<sup>th</sup> AGM until the next AGM of the Company is reflected in the Explanatory Notes 4 of the Notice of the 25<sup>th</sup> AGM.

The Ordinary Resolution 6 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

**11.0 ITEM 5 OF THE AGENDA – RESOLUTION 7  
TO APPROVE THE INCREASE OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED  
31 DECEMBER 2020**

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Dato’ Chairman continued the Meeting with Item 5 of the Agenda, Resolution 7, to approve the increase of Directors’ Fees from RM36,000.00 in Financial Year 31 December 2019 to RM48,000.00 for the Financial Year 31 December 2020. Under Section 230(1) of the Companies Act 2016, “the fees” of the directors of the listed company shall be approved at a general meeting. The increase in the Directors’ fees for the financial year ended 31 December 2020 are detailed out in Explanatory Notes 5 of the 25<sup>th</sup> Annual General Meeting of the Company.

In this respect, the Board agreed that the shareholders’ approval shall be sought at the 25<sup>th</sup> AGM on the proposed increase of Directors’ Fees for the Financial Year 31 December 2020.

Resolution 7 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

**12.0 ITEM 6 OF THE AGENDA – RESOLUTION 8  
TO RE – APPOINT KPMG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND  
TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

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Dato’ Chairman said that Item No. 6 of the Agenda, Resolution 8 is to appoint Messrs KPMG PLT, as the auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. He then confirmed that Messrs KPMG PLT has indicated their willingness to be re-appointed as the Auditors of the Company for the ensuing year.

Resolution 8 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

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### **13.0 ITEM 7 OF THE AGENDA**

#### **TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE COMPANIES ACT 2016 AND THE COMPANY'S CONSTITUTION.**

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Dato' Chairman informed the Meeting that the Secretary has indicated that no notice of any business or transaction at this Meeting has been received and with that, all five (5) Resolutions (Resolution 3, Resolutions 5,6,7 and 8) as set out in the Notice of 25<sup>th</sup> AGM have been dealt with.

### **14.0 QUESTIONS AND ANSWERS SESSION (Q&A SESSION)**

Dato' Chairman informed the Participants that the Company Secretary has confirmed that there were no letters/questions from the Minority Shareholders Watch Group ("MSWG") for this Meeting.

Dato' Chairman invited the Group Chief Executive Officer ("GCEO") to respond to the questions submitted during the Meeting.

The questions amongst others were as follows: -

- a) To provide e-vouchers/e-wallets to all shareholders participating in the RPV during the 25<sup>th</sup> AGM.
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The Company's response to the question is summarised as follows:

The GCEO in his reply expressed his regret on the oversight and mentioned that they may consider it in the ensuing year.

- b) Question on the Company's Share Price, Company's Initiatives to improve the share price & payment of dividend.
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The Company's response to the question is summarized as follows:

Concerning the share price issue, the GCEO said the Company is unable to manage the fluctuation of the share price. He assured the Shareholders that as presented earlier in the Meeting, the Group has a large order book and potential projects in hand for the

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year and beyond. He hopes the projects will be implemented as planned and if that happens the Company would be able to maximize its returns to the Shareholders very soon.

In the premise of what had happened for the past two (2) years and the Covid-19 pandemic, he assured the Participants that the Company and its management with the support from Board members will do anything possible to sustain the Company.

Dato' Chairman supported the GCEO explanation by adding that the Board will closely monitor the impact of the COVID-19 pandemic on the Company's business operation. He assured the Participants that the Group is preparing to face the challenges ahead.

Dato' Chairman ended the Q&A session in the interest of time and mentioned that the Management will respond to the questions that have not been answered after the Meeting. Dato' Chairman expressed his appreciation to the participants for their feedback.

**ONLINE REMOTE  
VOTING**

At 10.44 a.m. Dato' Chairman announced that the voting session will be closed in 10 minutes. All ordinary resolutions [Resolution 3, Resolutions 5, 6, 7, and 8] were put to the vote via RPV. Dato' Chairman again, reminded the Participants who have yet to cast the vote to do so.

At 10.54 a.m. Dato' Chairman announced that the voting session for the 25<sup>th</sup> AGM of the Company is closed (10.55 a.m.). Dato' Chairman announced that the Poll Administrator will proceed to count the poll.

The Meeting was adjourned for 20 minutes for the counting and verification of the poll results. Dato' Chairman announced that the Meeting shall resume at 11.00 a.m. to announce the poll results.

**15.0 ANNOUNCEMENT OF POLL RESULTS**

The Meeting reconvened at 11.00 a.m. and Dato' Chairman called the meeting to order. The Company Secretary confirmed that there was a sufficient quorum to reconvene the Meeting.

Dato' Chairman then resumed the Meeting to announce the poll results.

The poll results were compiled and verified by the Scrutineers. Dato' Chairman announced the poll results as displayed on the screen.

e-POLLING RESULTS OF THE 25<sup>TH</sup> AGM HELD ON 3 SEPTEMBER 2020 **RESOLVED THE PROPOSED ORDINARY RESOLUTIONS 3,5,6,7 AND 8**. Detailed results (AGM outcome) reproduced as Appendix 1 to this 25<sup>th</sup> AGM Minutes had been submitted to Bursa on 3.9.2020.

## **16.0 CONCLUDING REMARKS**

Dato' Chairman in his concluding remarks expressed his utmost appreciation to the outgoing Board members who are retiring at this Meeting, namely Datuk Mohd Radzif Bin Mohd Yunus, Tuan Haji Sudirman Bin Masduki, and Tuan Dr. Mohammed Mahadi Bin Mohamad.

He further said that their significant contributions to the Company are far too many to be mentioned. He believed the Board joined him in recognising Datuk Radzif's contributions especially as the Chairman of the Turnaround Committee and Encik Sudirman Bin Masduki as Chairman of Board Audit Committee. Dato' Chairman also acknowledged Dr. Mahadi for his contributions to the Company during his short stint with BDB.

On behalf of the Board, Dato' Chairman wished them well in their future endeavors.

Dato' Chairman also thanked the Shareholders for supporting BDB and for having faith in the Board and the management team.

There is being no further business, Dato' Chairman then declared the conclusion of the 25<sup>th</sup> AGM of the Company.

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**17.0 END OF MEETING**

The Meeting then ended at 11.08 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings



**DATO MOHAMED SHARIL TARMIZI**

Chairman

Dated: 17 September 2020