



SPIRIT OF ACHIEVEMENT

Registration No. 199501003751 (332945-X)
(Incorporated in Malaysia)

Notice of 27th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of Bina Darulaman Berhad (“BDB or the Company”) will be held entirely through live streaming from the broadcasting venue at the Zenith Hall, Level M1, Connexion Conference & Event Centre, Bangsar South City, No. 7, Jalan Kerinchi, 59200, Kuala Lumpur, Malaysia (the “Broadcasting Venue”) on **Thursday, 26 May 2022 at 10.00 a.m.** for the following purposes:

Agenda

As Ordinary Business		
1.	To receive the Audited Financial Statements for the Financial Year Ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.	(Refer Explanatory Note 1)
2.	Propose retirement by rotation under Article 88 (ii) and Article 89 of the Company’s Constitution. i. Under Article 88 (ii) Dato’ Haji Abdul Rahman Bin Abdullah who retires in accordance with Article 88 (ii) of the Company’s Constitution, although eligible has expressed his intention not to seek re-election. Hence, he will only retain office until the close of the 27 th AGM. ii. Under Article 89 To re-elect Sr. Haji Che Had Bin Dhali who is retiring in accordance with Article 89 of the Company’s Constitution. (Refer Explanatory Note 2)	(Resolution 1)
3.	To approve the payment of Directors’ Fees for the Year 2022. (Refer Explanatory Note 3)	(Resolution 2)
4.	To approve the payment of Directors’ Benefits (excluding Directors’ Fees) in accordance with Section 230(1) of the Companies Act 2016 with effect from the 27 th Annual General Meeting until the next Annual General Meeting of the Company. (Refer Explanatory Note 4)	(Resolution 3)
5.	To re-appoint Messrs. KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Refer Explanatory Note 5)	(Resolution 4)

BINA DARULAMAN BERHAD

Level 9, Menara BDB, No. 88 Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman, Malaysia

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Notice of 27th Annual General Meeting (Continued)

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.

6. **FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend, speak and vote at the 27th Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 54 (iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 19 May 2022. Only a depositor whose name appears on the Record of Depositors as at 19 May 2022 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board
FOR BINA DARULAMAN BERHAD

KHAIRULMUNA BINTI ABD GHANI

SSM PC No. 202008004025

LS 0008190

Company Secretary

Alor Setar,
Kedah Darul Aman.

27 April 2022

Notes:

Remote Participation and Electronic Voting, Proxy and/or Authorised Representative

1. The 27th AGM will be conducted as a virtual meeting with online remote voting via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 27th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 27th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **NO MEMBER OR PROXY FROM THE PUBLIC WILL BE PHYSICALLY PRESENT AT THE MEETING VENUE.**
3. With regards to the deposited securities, only members whose names appear in the Record of Depositors as at 19 May 2022 shall be eligible to participate in this 27th AGM.
4. A member of the Company entitled to participate in this 27th AGM is entitled to appoint up to two (2) proxies to participate in his stead. A member shall specify the shareholding proportion where two (2) proxies are appointed. A proxy need not be a member of the Company.

Notice of 27th Annual General Meeting (Continued)

5. Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote instead of him at the AGM and that such proxy need not be a member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. The instrument appointing a proxy shall:
 - i. In the case of an individual, be signed by the appointer or by his/her attorney.
 - ii. In the case of a corporation, be either under its common seal or under the hand of its duly authorised attorney or officer on behalf of the corporation.
8. The form of proxy together with the power of attorney or other authority, shall be deposited at the **Company's Registered Office at Aras 9, Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman** or via the email address at **agm@bdb.com.my** not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
9. The conduct of a virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022. Pursuant to the SC Guidance and Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the AGM to chair the AGM. Shareholders will **NOT** be physically present at the broadcast venue on the day of the AGM. However, shareholders, shall register their attendance to the 27th AGM remotely by using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>.
10. Shareholders and proxies would need to register as a user via its TIIH Online website at <https://tiih.online> provided by Tricor first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the above Meeting, in accordance with the Administrative Guide.
11. By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate in this 27th AGM virtually and/or any adjournment thereof, a member of the Company:
 - (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that he or she has obtained such proxy(ies) and/or representative's(s') prior consent for the Company's (or its agents) processing of such proxy(ies) and/or representative's(s') personal data for the Purposes, and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Notice of 27th Annual General Meeting (Continued)

Voting by Poll

12. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 27th AGM will be put to vote on poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the online remote voting and verify the results of the poll respectively.
13. Pursuant to Article 61 of the Constitution of the Company, all resolutions set out in this Notice will be put to vote by way of poll.

Members Entitled to Attend

14. For the purpose of determining who shall be entitled to attend this meeting, the Company shall request the Bursa Malaysia Depository Sdn Bhd ("Depository") in accordance with Rules of the Depository, to issue Record of Depositors and make available to the Company pursuant to Article 54 (iii) of the Company's Constitution and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

AGENDA 1

1. AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the financial year ended 31 December 2021 (FY2021) under Agenda 1 are laid before shareholders pursuant to provisions of Section 340(1)(a) of the Companies Act 2016 for discussion only and will not be put forward for voting.

AGENDA 2 – Article 88 (ii)

2. RETIREMENT BY ROTATION PURSUANT TO ARTICLE 88 (ii) OF THE COMPANY'S CONSTITUTION

Dato' Haji Abdul Rahman Bin Abdullah who retires in accordance with Article 88 (ii) of the Company's Constitution, although eligible has expressed his intention not to seek re-election. Hence, he will only retain office until the close of the 27th AGM. His profile is set out on page 25 of the Annual Report 2021.

The Annual Report 2021 is available at <https://www.bdb.com.my/27th-agm/>.

AGENDA 2 - RESOLUTION 1

RE-ELECTION OF DIRECTOR PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION

Sr. Haji Che Had Bin Dhali is a Director standing for re-election in accordance with Article 89 of the Company's Constitution at the 27th Annual General Meeting of the Company. His profile is set out on page 20 of the Annual Report 2021. Sr. Haji Che Had Bin Dhali shall be eligible for re-election.

The Annual Report 2021 is available at <https://www.bdb.com.my/27th-agm/>.

Notice of 27th Annual General Meeting (Continued)

AGENDA 3 – RESOLUTION 2

3. DIRECTORS’ FEES

Pursuant to Section 230(1) of the Companies Act 2016, any Directors’ Remuneration including Directors’ Fees provide amongst others, that the “fees” of the directors and “any benefits” payable to the directors of a listed company shall be approved at the AGM. In this respect, the board of directors (“Board”) agreed that the shareholders’ approval shall be sought at the 27th AGM on the Directors’ Remuneration in two (2) separate resolutions as follows:

Resolution 2 : Payment of Directors’ Fees in respect of the preceding Year 2022. Details of the proposed Directors’ Fees for the FY2021 are disclosed on page 62 of the Annual Report 2021.

A. Proposed Directors’ Fees FY2022

No.	Description	FY2022 (RM)
1.	Chairman	48,000
2.	Non-Executive Director (“NED”)	432,000
	TOTAL	480,000

The proposed Resolution 2, if passed, will allow the payment of the Directors’ Fees to Chairman and NED of the Company on a monthly basis.

AGENDA 4 – RESOLUTION 3

4. DIRECTORS’ BENEFITS

Resolution 3 : Benefits payable to Chairman and NED (excluding Directors’ Fees) for the period from 27th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 3, if passed, will authorise the payment of Directors’ Benefits of the Chairman and NED at the Relevant Period. The Benefits comprise of Allowances, Benefits in-kind and other emoluments payable to the Chairman and NED.

Notice of 27th Annual General Meeting (Continued)

The Directors' Remuneration (excluding Directors' Fees) comprises of meeting allowances and other emoluments payable to Chairman and members of the Board and Board Committees are as follows:

B. Directors' Remuneration (Excluding Directors' Fees)

Description	Chairman 2022 (RM)	NEDs 2022 (RM)
a. Monthly Fixed Allowance	10,500	Not Applicable
b. Additional Allowance	10,000	Not Applicable
	Chairman of Meeting (RM)	Member (RM)
c. Meeting allowances per meeting:		
- Board Meeting	3,500	3,000
- Board Committee Meetings		
i. Board Audit Committee Meeting	2,500	2,000
ii. Board Nomination, Remuneration and ESOS Committee Meeting	2,500	2,000
iii. Board Risk Committee Meeting	2,500	2,000
iv. Board Procurement Committee Meeting	2,500	2,000
d. Annual General Meeting & Extraordinary General Meeting	2,500	2,000
e. Other Allowances:		
Training expenses for each director		40,000

***Non-Executive Directors ("NED")**

AGENDA 5 – RESOLUTION 4

5. APPOINTMENT OF AUDITORS

The proposed of re-appointment of Messrs. KPMG PLT as Auditors of the Company is based on criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements.

Personal Data Privacy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, you hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in www.bdb.com.my/privacy-policy.

This serves to warrant that relevant consent has been obtained for us to process any third party's personal data provided by you in accordance with our said Personal Data Protection Notice.

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